EXHIBIT F

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In Re Petrobras Securities Litigation

Expert Report of René M. Stulz

May 27, 2016

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I. Qualifications

- 1. I am the Everett D. Reese Chair of Banking and Monetary Economics and the Director of the Dice Center for Research in Financial Economics at The Ohio State University. I also taught at the Massachusetts Institute of Technology, the University of Chicago, and the University of Rochester. I received my Ph.D. from the Massachusetts Institute of Technology. I was awarded a Marvin Bower Fellowship from the Harvard Business School, a Doctorat Honoris Causa from the University of Neuchâtel, and the Risk Manager Award of the Global Association of Risk Professionals. In 2004, I was named one of the 100 most influential people in finance by the magazine Treasury and Risk Management. A recent study found that I was the sixth most often cited contributor to the top journals in financial economics from 2003 to 2008. I am a past president of the American Finance Association and of the Western Finance Association, and a fellow of the American Finance Association, of the Financial Management Association, of the European Corporate Governance Institute., and of the Wharton Financial Institutions Center
- 2. I was the editor of the *Journal of Finance*, the leading academic publication in the field of finance, for twelve years. I am currently on the editorial board of more than ten academic and practitioner journals. Further, I am a member of the Asset Pricing and Corporate Finance Programs and the director of the Risk of Financial Institutions Group of the National Bureau of Economic Research.
- 3. I have published more than 60 papers in finance and economics journals, including the *Journal of Political Economy*, the *Journal of Financial Economics*, the *Journal of Finance*, and the *Review of Financial Studies*. I am the author of a textbook titled *Risk Management and Derivatives*, a co-author of the Squam Lake Report: Fixing the Financial System, and have edited several books, including the *Handbook of the Economics of Finance* and *International Capital Markets*.
- 4. I have taught in executive development programs in the U.S., Europe, and Asia. I have consulted for major corporations, law firms, the New York Stock Exchange, the IMF, and the World Bank. I am a director of Banque Bonhote and a trustee of the Global Association of Risk Professionals where I also chair the governance committee.

- 5. My research, teaching, and consulting have addressed issues related to valuation, governance, securities returns, and capital flows in emerging markets. I have published many studies that investigate such issues in top refereed journals. I have lectured on such issues at universities in Asia, Europe, and North America as well as at the IMF, the World Bank, and various central banks.
- 6. A copy of my curriculum vitae is attached as **Appendix A** to this report. A list of prior testimony over the past four years is attached hereto as **Appendix B**.

II. Assignment

- 7. I have been asked by counsel for Petróleo Brasileiro S.A Petrobras ("Petrobras") to evaluate the materiality, and resulting inflation of the price of Petrobras securities, of the statements alleged by Plaintiffs¹ in the instant litigation to be false or misleading. I have also been asked to evaluate and respond to certain opinions included in the expert reports submitted in this matter by Dr. Blaine Nye, Professor Steven Feinstein, Dr. Vinita Juneja, Dr. John Finnerty, and Mr. Chad Coffman.
- 8. I am being compensated at my standard billing rate of \$900 per hour. I have been assisted in this matter by staff of Cornerstone Research, who worked under my direction. I receive compensation from Cornerstone Research based on its collected staff billings for its support of me in this matter. Neither my compensation in this matter nor my compensation from Cornerstone Research is in any way contingent or based on the content of my opinions or the outcome of this or any other matter.
- 9. I reviewed a number of documents in forming my opinions including SEC filings, equity analyst reports, public press, documents filed and produced in this matter, academic literature, commercially available and public data, and Plaintiffs' experts' reports in this matter. **Appendix** C contains a full list of documents I considered in forming my opinions.

¹ Henceforth I refer to all plaintiffs involved in related matters against Petrobras collectively as "Plaintiffs." This includes all plaintiffs involved in the Consolidated Class Action, as well as individual opt-out plaintiffs in related matters.

10. I do not speak Portuguese. To the extent that I looked at any documents in coming to these conclusions, they were either in English originally, or translated into English.

III. Background

A. Overview of Petrobras

- 11. Petrobras is an integrated energy company based in Brazil with operations around the world.² Petrobras was formed in 1953 to carry out the Brazilian government's activities pertaining to crude oil and natural gas exploration, production, and refining.³ Petrobras is a state-owned entity in which the Brazilian government is required to maintain majority control of voting shares.⁴
- 12. Petrobras is one of the largest companies in the world. For instance, in 2013, it ranked 25th in the Fortune Global 500, which ranks companies by revenue.⁵ For context General Electric and General Motors were 24th and 22nd on that list, respectively. If it were a U.S. company, Petrobras would have been the ninth largest U.S. company by revenue in 2013.⁶ It is an integrated company that produces, refines, and distributes oil.⁷ For the purpose of my report, I will focus on the two main segments of Petrobras: the Exploration and Production ("E&P") segment and the Refining, Transportation and Marketing ("Refining") segment. Throughout the 2010–2014 time period, E&P was profitable, while Refining was generally not.⁸ In 2013, the difference in the performance of the two segments was particularly striking. In that year, E&P

² "About Us," Petrobras, http://www.petrobras.com/en/about-us/.

³ Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2010, Filed on May 25, 2011 ("2010 20-F"), p. 28.

⁴ 2010 20-F, p. 28.

⁵ Fortune Global 500: The World's Largest Companies By Revenues In 2013," Economy Watch, http://www.economywatch.com/fortune-global-500.

⁶ Fortune Global 500: The World's Largest Companies By Revenues In 2013," Economy Watch, http://www.economywatch.com/fortune-global-500.

⁷ 2010 20-F, p. 29.
⁸ See 2010 20-F, p. 30; Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2011, Filed on March 30, 2012 ("2011 20-F"), p. 28; Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2012, Filed on April 26, 2013 ("2012 20-F"), p. 25; Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2013, Filed on April 30, 2014 ("2013 20-F"), p. 24; and 2014Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2014, Filed on May 15, 2015 ("2014 20-F"), p. 35.

had income before taxes of \$29.6 billion.⁹ In contrast, Refining lost \$12.4 billion.¹⁰ All of Petrobras's business segments combined reported income before taxes of \$13.4 billion in 2013.¹¹

- 13. In 2006, Petrobras discovered oil reserves located in what is called the "pre-salt" area, ¹² which is an area located under a thick salt layer deep underwater along the coast of Brazil. ¹³ The potential size of the reserves was enormous. According to Credit Suisse, from 2005 to 2010, global oil discoveries amounted to 34 billion barrels. ¹⁴ 62% of these discoveries were in Brazil. ¹⁵ These discoveries led to tremendous optimism about the future of Brazil and Petrobras. In a magazine on its website, Petrobras wrote:
 - From the bottom of the sea to be more precise, the depths of the pre-salt layers a truth emerges: Brazil, in the second decade of the 21st century, is presenting itself as one of the main El Dorados for oil and gas sector investments.¹⁶
- 14. Brazil's President at the time, Luiz Inacio Lula, called it Brazil's lottery ticket. ¹⁷ One estimate of the potential revenue for the country from pre-salt was in excess of \$1 trillion. ¹⁸ Dilma Rousseff, President Lula's chief of staff at the time, ¹⁹ explained in a 2009 interview that:
 - Now we have a double opportunity. We can transform natural wealth into social wealth, to advance the fight against poverty. We were going to end poverty in Brazil anyway, but the pre-salt will bring that forward by years

⁹ 2013 20-F, p. 24. All currencies are reported in U.S. dollars, unless otherwise noted.

¹⁰ 2013 20-F, p. 24.

¹¹ 2013 20-F, p. 24.

¹² Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2006, Filed on June 26, 2007 ("2006 20-F"), p. 33.

¹³ "Pre-Salt: Oil Exploration and Production," Petrobras, http://www.petrobras.com.br/en/our-activities/performance-areas/oil-and-gas-exploration-and-production/pre-salt/.

The Petrobras Handbook: An Investor's Guide to a Unique Oil Company," Credit Suisse Handbook, March 2014, p. 67, https://doc.research-and-

analytics.csfb.com/docView?sourceid=em&document_id=x557248&serialid=63WYZUNHeNUT3fAoiqJwG1kkgX5avVxhAen%2FeKeaDt8%3D.

¹⁵ Ibid.

¹⁶ "Deep Future," Petrobras Magazine, http://www.petrobras.com/en/magazine/post/deep-future.htm.

¹⁷ Doug Gray, "A

Promise Made is a Debt Unpaid," The Rio Times, October 29, 2013, http://riotimesonline.com/brazilnews/opinioneditorial/editorial/a-promise-made-is-a-debt-unpaid/

¹⁸ Doug Gray, "Brazil Oil

Sale Set to Generate 'Trillions' in Rio," The Rio Times, October 22, 2013, http://riotimesonline.com/brazilnews/front-page/brazils-oil-sale-could-generate-trillions/.

¹⁹ Dilma Rousseff Fast Facts." CNN, http://www.cnn.com/2013/01/04/world/americas/dilma-rousseff---fast-facts/.

because we will have more resources to do it. We will have high quality education, we will invest in science and technology. And at the same time we have the chance to create a supplies and services industry and add value to our oil.20

- Prior to 2010, Petrobras had rights to exploit part of the pre-salt area.²¹ Petrobras 15. subsequently obtained the rights to exploit additional parts of the pre-salt area.²² In addition, Petrobras received the status of "sole operator" in the pre-salt area. 23 Prior to being designated the sole operator, Petrobras was required to compete with other companies for exploration and production agreements.²⁴ Petrobras was further required to acquir a minimum 30% stake in joint ventures with other oil companies seeking exploration licenses in pre-salt areas.²⁵
- 16. In addition to oil and gas exploration and production, Petrobras also engages in the refining, transportation, and sale of refined products through its Refining segment. 26 As of the start of 2010, Petrobras owned and operated eleven refineries in Brazil, with net distillation capacity of 1,942 thousand barrels per day ("mbbl/d"), and was developing a number of new refining projects.²⁷
- The specific refining projects referenced in the Fourth Amended Complaint²⁸ 17. ("Complaint") include: Abreu e Lima refinery ("RNEST"), Complexo Petroquimico do Rio de Janeiro ("Comperj"), Pasadena refinery ("Pasadena"), and Presidente Getúlio Vargas refinery ("Repar").

²⁰ "Full Text: Dilma Rousseff Interview," Financial Times, September 7, 2009, http://www.ft.com/intl/cms/s/0/75466e5a-9b96-11de-b214-00144feabdc0.html.

²¹ See 2009 20-F, p. 35.

²² 2010 20-F, p. 13.

²³ http://www.bloomberg.com/news/articles/2010-12-02/brazilian-congress-allows-petrobras-to-be-sole-operator-ofpre-salt-fields ²⁴ lbid.

²⁵ lbd.

²⁶ 2014 20-F, p. 48.

²⁷ 2009 20-F, pp. 39 and 41.

²⁸ Consolidated Fourth Amended Class Action Complaint, In Re: Petrobras Securities Litigation, dated November 30, 2015 ("Complaint"). See, for example, ¶¶ 97, 107, 115, and 121.

1. RNEST Refinery

- 18. RNEST is a refinery located in the northeastern Brazilian state of Pernambuco.²⁹ The project was originally announced in Petrobras's 2005 20-F and its anticipated cost was \$2.5 billion. It was expected to process 200 mbbl/d of crude oil, and operations were supposed to start in 2011.³⁰
- 19. In 2005, Brazilian President Lula and Venezuelan President Hugo Chavez agreed to develop a refinery together, with both countries sharing its costs. In 2007, Petrobras announced that it would partner with Petróleos de Venezuela, S.A ("PDVSA"), the Venezuelan national oil company to develop the refinery. The cost estimate was updated to \$4 billion in 2008. Although a deal between the two national oil companies was signed in 2008, Venezuela was unable to secure loan guarantees for its 40% stake in the venture and did not provide any capital to fund construction. Over time, costs grew to about \$20 billion, and the start of operations was continuously delayed.
- 20. The first refining unit at RNEST ultimately came on stream in 2014.³⁵ In its 2014 20-F, Petrobras announced that the second refining train at RNEST would be postponed for "an extended period of time."³⁶ As of February 2016, RNEST has one refining unit in operation.³⁷ 70% of the refinery's production is focused on diesel.³⁸ It also produces naphtha, fuel oil, coke, and liquefied petroleum gas.³⁹

²⁹ Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2005, Filed on May June 30, 2006 ("2005 20-F")

³¹ Kumagai, Takeo, 'INTERVIEW: Petrobras delays startup of Abreu e Lima refinery to 2014: CFO," *S&P Global Platts*, October 16, 2012, http://www.platts.com/latest-news/petrochemicals/tokyo/interview-petrobras-delays-startup-of-abreu-e-8822712.

of-abreu-e-8822712.

32 Petrobras 6-K, "Main Petrobras Projects in the Growth Acceleration Plan (GAP)," Form 6-K for the Month of January 2007, Filed on January 23, 2007

³³ Petrobras 6-K, "Petrobras and PDVSA Sign an Equity Partnership Agreement at the Abreu e Lima Refinery," Form 6-K for the Month of March 2008, Filed on March 26, 2008.

³⁴ Kumagai, Takeo, 'INTERVIEW: Petrobras delays startup of Abreu e Lima refinery to 2014: CFO," *S&P Global Platts*, October 16, 2012, http://www.platts.com/latest-news/petrochemicals/tokyo/interview-petrobras-delays-startup-of-abreu-e-8822712.

³⁵ 2014 20-F, p. 49.

³⁶ Petrobras FY2014 20-F, p. F-51.

³⁷ http://www.petrobras.com.br/en/our-activities/main-operations/refineries/abreu-e-lima-refinery.htm

³⁸ http://www.petrobras.com.br/en/our-activities/main-operations/refineries/abreu-e-lima-refinery.htm

³⁹ http://www.petrobras.com.br/en/our-activities/main-operations/refineries/abreu-e-lima-refinery.htm

2. Comperj Refinery

- 21. Comperj is a refinery complex located in the municipality of Itaborai and São Gonçalo, state of Rio de Janeiro.⁴⁰ The project was originally announced in Petrobras's 2005 20-F and had a budget of \$6.5 billion.⁴¹ The complex was expected to process 150 mbbl/d and was projected to come on line in 2012.⁴²
- 22. In 2010, Comperj was reconfigured to process 165 mbbl/d in its initial phase.⁴³ By mid-2015, \$11 billion had already been spent on the project and the company estimated it would cost an additional \$4 billion to finish by 2020.⁴⁴ In its 2014 20-F, Petrobras announced that construction of the Comperj refinery would be postponed for "an extended period of time."⁴⁵ As of February 2015, construction was 82% complete.⁴⁶ The first refinery unit was expected to go on stream in August 2016.⁴⁷

3. Pasadena Refinery

23. In November 2005, Petrobras entered into a joint venture agreement with Astra Oil Company ("Astra") to develop a trading and refining business in the U.S.⁴⁸ On February 3, 2006, Petrobras agreed to purchase a 50% interest in the Pasadena refinery based in southeast Texas and owned by Astra, for \$370 million.⁴⁹ The 50% acquisition was completed on September 1, 2006 for a price of \$416 million.⁵⁰ At the time, the Pasadena refinery had a capacity of about 100 mbbl/d and was expected to increase capacity by about 70 mbbl/d with Petrobras's entrance as a refining partner.⁵¹

⁴⁰ 2005 20-F, p. 54.

⁴¹ Ibid.

⁴² Ibid.

⁴³ Petrobras 6-K, "Clarification About Comperj Investments," Form 6-K for the Month of May 2010, Filed on May 25, 2010.

⁴⁴ Gaier, Rodrigo, "UPDATE 1-Petrobras Says to Cost \$4.3 Bln to Finish Comperj Refinery," *Reuters*, Aigist 27. 2015 http://www.reuters.com/article/brazil-petrobras-comperj-idUSL1N1121II20150827.

⁴⁵ 2014 20-F, p. F-51.

⁴⁶ Rio de Janeiro Petrochemical Complex," Petrobras, http://www.petrobras.com.br/en/our-activities/main-operations/refineries/rio-de-janeiro-petrochemical-complex.htm
⁴⁷ Ibid.

⁴⁸ 2005 20-F, p. 75.

⁴⁹ Ibid.

⁵⁰ 2006, 20-F, p. F-83.

⁵¹ Ibid.

24. In October 2008, an arbitration panel of the International Centre for Dispute Resolution issued a preliminary decision in a dispute over Astra's exercise of a put option relating to the remaining 50% interest in Pasadena.⁵² The arbitration panel's preliminary decision confirmed the validity of the put option.⁵³ The final decision was issued in April 2009 and the exercise price was set at \$466 million.⁵⁴ On December 20, 2010, a district court in Texas confirmed the arbitration panel's ruling and set put option prices of \$296 million for the refinery and \$170 million for the related trading company.⁵⁵ Pasadena remains owned and operated by Petrobras and produces just over 100 mbbl/d.⁵⁶

4. Repar Refinery

25. The Repar refinery is located in Araucária, in the state of Paraná, and accounts for approximately 12% of Brazilian domestic oil product production.⁵⁷ The refinery became operational on May 27, 1977.⁵⁸ A construction project was undertaken between 2008 and 2012 to implement a delayed coking unit at the refinery.⁵⁹ As of 2016, Repar has a capacity of over 207 mbbl/d.⁶⁰

B. Lava Jato Investigation

26. Following the arrest of Mr. Paulo Roberto Costa, the former head of Petrobras's refining and supply business, on March 20, 2014, Brazilian Federal Police began investigating an alleged price-fixing and political kick-back scheme related to contracts between Petrobras and a number

⁵² Petrobras, Form 20-F for the Fiscal Year Ended December 31, 2008, Filed on May 22, 2009 ("2008 20-F"), p.55.

ibid.

⁵⁴ Ibid.

⁵⁵ 2010 20-F, p. 56.

⁵⁶ "Operations," Petrobras, http://www.petrobras.com/en/countries/u-s-a/operations/.

⁵⁷ "Presidente Varagas, (Repar)—," Petrobras, http://www.petrobras.com.br/en/ouractivities/main-operations/refineries/presidente-vargas-repar.htm.

⁵⁹ Delayed Coker Unit for Presidente Getúlio Vargas Refinery (Repar)," Petrobras, http://www.promonengenharia.com.br/en-us/projetos/Pages/unidade-de-coqueamento-retardado-darefinaria-presidente-qetulio-vargas-coque-repar.aspx.

⁶⁰ Petrobras, "Presidente Varagas," http://www.petrobras.com.br/en/our-activities/main-operations/refineries/presidente-vargas-repar.htm.

of engineering firms it contracted with.⁶¹ According to the Complaint, there were only a handful of Brazilian contractors with the technical capabilities and capacity to complete projects on the scale of those developed by Petrobras.⁶² The Complaint alleges that these companies formed a cartel to circumvent a competitive bidding process.⁶³

- 27. The Complaint further alleges that the cartel agreed to coordinate bids on various Petrobras projects, collectively determine who would win each contract, and rotate contract allocation among cartel members.⁶⁴
- 28. According to the Complaint, the cartel also created tables detailing the pipeline of projects at Petrobras's various refineries and each cartel member's preference for those particular projects. These tables were allegedly used as part of the bid-rigging scheme. Cartel members' bids allegedly allowed for "a 15% to 20% profit plus 3% for the kickback to the political parties and to Petrobras directors."

C. Allegations

29. The Complaint states that the alleged price fixing and kick-back scheme caused Petrobras's financial statements between 2010 and 2015 to be materially false and misleading. Specifically, the Complaint claims that between January 22, 2010 and July 28, 2015 ("Class Period") Petrobras "made materially false and misleading statements by misrepresenting facts and failing to disclose a multi-year, multi-billion dollar money-laundering and bribery scheme." According to the Complaint, these false and misleading statements include the following:

• Misstated financial statements

⁶¹ Caroline Stauffer, "TIMELINE-Key moments in Brazil's Petrobras Corruption Probe," *Reuters*, August 14, 2015, http://www.reuters.com/article/brazil-petrobras-idUSL1N10O31F20150814.

⁶² Complaint, ¶54.

⁶³ Complaint, ¶54.

⁶⁴ Complaint, ¶55.

⁶⁵ See, for example, Complaint, ¶¶ 59–61.

⁶⁶ Complaint, ¶59.

⁶⁷ Complaint, ¶56.

⁶⁸ Complaint, ¶158.

⁶⁹ Complaint, ¶202.

The Complaint alleges that Petrobras inflated the value of Property, Plant, and Equipment ("PP&E")⁷⁰ on its balance sheet by incorrectly capitalizing bribe payments related to inflated contracts. Further, the Complaint alleges that capitalizing these payments caused Petrobras's Income Statement to be misstated due to lower current expenses and higher net income in the periods in which the alleged bribes were paid.⁷¹ Plaintiffs allege that reported asset values were important information for purchasers of Petrobras securities and were used in the calculation of ratios that "formed a material basis for the market prices of the securities of Petrobras...."

The Complaint also alleges that, because of the alleged bribery scheme, "Petrobras executives granted contracts to these Brazilian construction companies that systemically inflated their costs by as much as 20%." According to the Complaint, this overpricing contributed to upwards of \$28 billion being diverted away from Petrobras.

• Misleading statement about management integrity and controls

The Complaint alleges that Petrobras misrepresented that the company "was making a concerted effort to prevent and root out any corruption" while in fact, certain of its employees were engaged in the bribery scheme before and throughout the Class Period.⁷⁵

⁷⁰ Complaint, ¶158.

⁷¹ Complaint, ¶¶162–163.

⁷² Complaint, ¶164.

⁷³ Complaint, ¶5.

⁷⁴ Complaint, ¶5.

⁷⁵ Complaint, ¶221.

The Complaint further alleges that Petrobras misled investors by confirming the sufficiency of its internal financial controls and its internal corruption and ethics programs.⁷⁶

- 30. The Complaint further alleges that, as information relating to the allegations was disclosed to the market, the price of Petrobras securities "fell as the prior artificial inflation came out of their respective prices" resulting in damages to the holders of those securities.⁷⁷
- 31. Plaintiffs' allegations suggest that the "correct" disclosures that Petrobras should have made throughout the Class Period were:
 - The amount of money that was paid in bribes and the amount of overpayment in the contracts that was incorrectly capitalized as part of Petrobras's recorded PP&E and should have been expensed in the current period as the cash left the entity. For purposes of my report, I refer to this as a "Numeric Disclosure."
 - That Petrobras's internal controls and corruption and ethics programs were not effectively preventing acts of corruption by certain Petrobras employees. For purposes of my report, I refer to this as a "Non-Numeric Disclosure."
- 32. I deal with the implications of the Numeric Disclosures and Non-Numeric Disclosures that the Plaintiffs contend should have been made separately in this report because they were ultimately reported to the market separately. Over the course of 2014, the market learned of the Non-Numeric Disclosures as the Brazilian Federal Prosecutor's Office conducted an investigation into potential cartel activity with respect to contracts between Petrobras and certain contractors and suppliers. In May 2015, Petrobras released its audited 2014 annual report and

⁷⁶ Complaint¶¶203–221.

⁷⁷ Complaint, ¶489.

provided the market with a Numeric Disclosure about the amount of money that the company paid to contractors that was then paid in bribes related to the Lava Jato corruption scheme.⁷⁸

IV. Summary of Opinions

- 33. Based on my expertise as a financial economist, my experience, and the documents I reviewed in this matter, I have come to the following fundamental conclusions:
 - A. Given the allegations advanced by the Plaintiffs, the Numeric Disclosures could not have provided investors with value-relevant information that would have changed the price of Petrobras securities, and therefore, any related misstatements or omissions could not have caused inflation.
- 34. Principles of corporate finance demonstrate that the economic value of a refinery is equal to the net present value of its cash flows. The information contained in the Numeric Disclosures would not have changed the market's assessment of Petrobras's cash flows. Therefore, any misstatements or omissions related to the Numeric Disclosures could not have created inflation in the price of Petrobras securities.
- 35. Petrobras provided the market with value-relevant information on the refineries at issue before and throughout the Class Period. Securities analysts used this information to assess the value of the refineries at issue using approaches consistent with principles of corporate finance. Deposition testimony confirms that Plaintiffs, and their investment advisors, also evaluated Petrobras in a similar manner.
- 36. I find that, given the allegations in this litigation, the Numeric Disclosures could not have provided investors with material and important information that would have changed the market's assessment of the cash flows from the refineries at issue. Thus, using the principles of corporate finance, omissions or misstatements with respect to the Numeric Disclosures could not have resulted in inflation.
 - B. Plaintiffs' Damages Model with Respect to Non-Numerical Disclosures is Untenable

⁷⁸ 2014 20-F, p.3 .

- 37. Dr. Nye argues that the risk that the Company's internal controls would fail to detect or prevent override of those controls was a risk that was not disclosed to the market throughout the Class Period. I disagree with Dr. Nye that the Non-Numeric Disclosures disclosed an entirely unknown, new risk to the market. Petrobras specifically disclosed in its Forms 20-F throughout the Class Period that there were inherent limitations to the effectiveness of any system controls, and that such controls could only provide reasonable assurance of achieving their control objectives. Investors would have been aware of this risk. The risk of corruption in Brazil was known to the market. Moreover, not only does Dr. Nye ignore these facts, but he also fails to put forth any analytic method or model for calculating the extent to which this risk, assuming that the market was not fully aware of the risk, as Dr. Nye claims, was not priced into the value of Petrobras securities during the class period. Therefore, Dr. Nye has failed to directly establish that the Non-Numeric disclosures inflated the Petrobras securities at issue.
 - C. Factors Unrelated to the Alleged Fraud Drove the Decline in the Price of Petrobras Securities
- 38. The price of Petrobras's securities declined substantially during the Class Period, even before the alleged corrective disclosures. This substantial decline before the alleged corrective disclosures was caused by a number of factors unrelated to the alleged fraud, including: (1) changes in the price of oil, (2) stagnation in Brazil, (3) the weakening of the Brazilian Real, and (4) the continued interference in the operations of the Company by the government (with respect to, among other things, capital expenditures, pricing, procurement, and local content requirements).
- 39. In my opinion, the declines in the value of Petrobras securities during the Plaintiff's alleged corrective disclosure period were caused by the same of similar factors, in whole or in part.
 - D. Plaintiffs' experts fail to show how Petrobras's alleged omissions or misstatements inflated the price of its securities.
- 40. Dr. Nye fails to demonstrate how alleged omissions or misstatements would have created inflation in the price of Petrobras securities. Further, Dr. Nye's opinions with respect to

Petrobras's liquidity are unrelated to Plaintiffs' allegations and irrelevant for purposes of showing inflation in Petrobras's securities' prices.

- 41. Prof. Feinstein also fails to demonstrate how alleged omissions or misstatements would have created inflation in the price of Petrobras securities. Prof. Feinstein's opinions regarding cost overruns and delays at RNEST and Comperj are irrelevant. Petrobras made disclosures about cost overruns and delays before the alleged corrective disclosures. Further, the Complaint does not allege any omissions or misrepresentations related to cost overruns or delays. Finally, Prof. Feinstein fails to show how omissions or misstatements about the reasons behind cost overruns and delays at RNEST and Comperj could have caused inflation in Petrobras securities prices.
- 42. The opinions expressed by the other Plaintiffs' experts in this matter are flawed because they do not address the issue of how omissions or misrepresentations with respect to the Numeric Disclosures or Non-Numeric Disclosures would have inflated the price of Petrobras securities.
 - E. Alleged Misstatements on the Facts & Data Blog Did Not Cause Inflation
- 43. I find that the information contained in the posts on Petrobras's "Fatos e Dados" corporate webpage that are referenced in the Complaint would not have changed the market's assessment of the projects at issue and would not have led to inflation in the price of Petrobras securities. The relevant posts were not referenced in contemporaneous English language analyst commentary or public press, and the Plaintiffs' own testimony suggests that investors did not rely on information from these posts, and provides further support to the conclusion that the posts would not have changed the market's perception of Petrobras.

V. Omissions or Misstatements Related to Numeric Disclosures Could Not Have Created Inflation

44. Plaintiffs' experts agree that, according to principles of corporate finance, the value of companies and the projects is the difference between the present value of expected future cash

inflows and outflows. ⁷⁹ Refineries are generally valued in a way that is consistent with this methodology. Factors affecting refinery cash flows include: cost and quantity of inputs, price of outputs, and refinery capacity.

45. The Numeric Disclosures could not have materially affected the value of the refineries assessed using principles of corporate finance and therefore any omissions or misstatements related to the Numeric Disclosures could not have created inflation in the price of Petrobras securities if these securities were priced efficiently. Even if the Numeric Disclosures were not made, Petrobras provided the market with the information necessary to assess the value of the refineries at issue. A review of analyst reports suggests that market participants used this information to assess the value of the refineries at issue and did not take the reported book value as their measure of value.

A. Valuation of a Company or Project

- 46. A company such as Petrobras can be thought of as a collection of existing or potential projects and assets, each with their own streams of expected future cash flows. As the company generates cash flows, it has the opportunity to invest them in new projects or assets that may increase the present value of future cash flows, thereby increasing the company's value.
- 47. If a company acquires or develops a new asset, the contribution of that asset to the value of the company is measured by how the acquisition of the asset changes the present value of the cash flows that accrue to the capital providers. The difference between the present value of the expected future cash inflows and outflows for a project or acquisition is referred to as net present value ("NPV"). Under normal circumstances, a new project or acquisition increases the value of a company if it has a positive NPV. Alternatively, a negative NPV project lowers the value of a company.
- 48. The expected future cash flows in the NPV calculation are discounted to reflect:

⁷⁹ See, for example, Expert Report of Steven P. Feinstein CS Reportin Central States, Southeast and Southwest Areas Pension Fund v. Petróleo Brasileiro S.A.—Petrobras et al., May 6, 2016 ("Feinstein CS Report"), ¶ 135; Expert Report of Steven P. Feinstein in NN Investment Partners B.V. et al. v. Petróleo Brasileiro S.A.—Petrobras et al., May 6, 2016 ("Feinstein NNIP Report"), ¶ 135; Expert Report of Steven P. Feinstein in Washington State Investment Board v. Petróleo Brasileiro S.A.—Petrobras et al., May 6, 2016 ("Feinstein WSIB Report"), ¶ 146; andExpert Report of Blain F. Nye, May 6, 2016 ("Nye Report"), ¶ 19.

- Time value of money: Since a given amount of money received in the future is worth less than the same amount of money received today, the future cash flows must be discounted back to the present value.
- Riskiness of future cash flows: Future cash flows are not guaranteed. Rather, they come with some level of risk, and are discounted accordingly.
- 49. Discount rates incorporate systematic risks, which are those that investors in general cannot diversify away in their portfolios, into the calculation of the net present value of future cash flows. 80 For companies in emerging markets, discount rates take into account political risks that could affect cash flows to investors, such as risks of expropriation and corruption. 81

B. Refinery Valuation

- 50. Oil refineries process crude oil into refined products including gasoline, diesel, and kerosene. The incremental value of a new refinery project is determined by the difference between the present value of cash outflows required to develop the refinery and the present value of cash flows that the refinery will generate.
- 51. While value is impacted by the total cash outflows incurred in connection with the capital investment, value is not impacted by whether the cash outflows are treated as capital expenditures or expenses for purposes of accounting since the market recognizes both as cash outflows at the time the money is spent.
- 52. Future cash flows from a refinery depend on a number of factors, including:82

⁸⁰ McKinsey & Company, T. Koller, M. Goedhart, and D. Wessels, Valuation: Measuring and Managing the Value of Companies, Fifth Edition, (New Jersey: John Wiley & Sons, 2010), p. 35.

⁸¹ Aswath Damodaran, "Country Risk: Determinants, Measures and Implications – The 2015 Edition," Stern School of Business, 2015 ("Ultimately, the question of whether country risk matters and should affect the equity risk premium is an empirical one, not a theoretical one, and for the moment, at least, the evidence seems to suggest that you should incorporate country risk into your discount rates.")

⁸² Gary, James H, Glenn E. Handwerk and Mark J. Kaiser, Petroleum Refining Technology and Economics, Fifth Edition, CRC Press: 2007, pp. 16–21.

- Sale price of output: Refineries produce a range of different products generally classified as gasoline, middle distillates, fuel oil, and other products. The prices of these refinery end-products vary over time and are heavily impacted by the price of crude oil.⁸³
- Quantity of output: A refinery's output is limited by its capacity. Output can also vary
 due to operational issues and unexpected shutdowns.
- Raw material costs: The cash flows of a refinery depend crucially on the price it pays for crude oil compared to the price it receives for refined products. In practice, the difference between the two prices is called the "crack spread." A higher crack spread means that the refinery is more profitable.
- 53. The factors impacting refinery economics are important drivers of how analysts and industry participants value refining projects. Refineries are often valued using the income approach. The income approach uses a discounted cash flow ("DCF") analysis to value a project based on the amount and timing of expected future cash inflows and outflows. The income approach is dependent on forecasts for production, prices of raw materials and end products, operating expenses, capital expenditures, and the discount rate.⁸⁴
- 54. A DCF analysis of a new refining project typically considers the amount and timing of capital expenditures prior to startup (regardless of whether they are classified as expenses or capital), any costs incurred at start up, and the amount and timing of cash flows once operations have commenced.⁸⁵ Cash flows are discounted to the valuation date to arrive at an NPV for the project.

⁸³ Note that the impact of crude oil prices on the prices of refinery end products can be limited by external factors, such as government-imposed pricing caps.

⁸⁴ Michael J. Remsha, "Appraising an Oil Refinery in the 21st Century," American Appraisal, 2009. http://www.american-appraisal.com/AAFiles/ Library/PDF/AppraisinganOilRefineryarticle.pdf.

⁸⁵ Gary, James H, Glenn E. Handwerk and Mark J. Kaiser, Petroleum Refining Technology and Economics, Fifth Edition, CRC Press: 2007, pp. 375–378.

C. Impact of Numeric Disclosures

- 55. Since NPV is measured on the basis of cash inflows and outflows, omissions or misstatements related to Numeric Disclosures could not have materially contributed to inflation. The value of a project, and therefore the value it contributes to a company, is the difference between the present value of cash inflows and of cash outflows. The Numeric Disclosures would not have provided investors with information that materially changed their assessment of the magnitude of these cash flows and therefore omissions or misstatements related to the Numeric Disclosures could not have led to material inflation.
- 56. To illustrate, consider the example of Widget Co. Widget Co. is a widget manufacturer with market capitalization of \$1,000. The company's Chief Manufacturing Scientist is responsible for developing innovative methods for manufacturing widgets. The Chief Scientist has proposed a project to develop a new widget-making machine that will increase the efficiency with which Widget Co. manufactures widgets.
- 57. According to the Chief Scientist's estimates, the widget-making machine will cost \$300 to develop. Based on the market price of widgets and the expected production capacity of the machine, Widget Co. estimates that the present value of future cash flows from the project is \$400. Therefore, the NPV of the widget-making machine project is \$100 and it is expected to increase the market capitalization of Widget Co. to \$1,100. The new widget-making machine and its impact on Widget Co.'s market capitalization are summarized in Figure 1 below.

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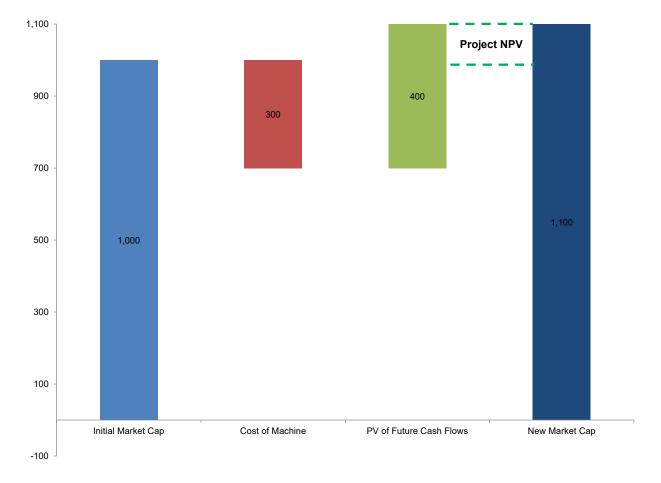


Figure 1 - Impact of New Widget-Making Machine Project

58. The NPV of the widget-making machine can be affected by a number of different factors. As discussed above, the NPV of the project affects the overall value of Widget Co. For example, suppose it turns out that the Chief Scientist's widget-making machine is poorly designed and will only be able to produce half as many widgets as originally expected. This would have a direct impact on the expected future cash flows from the machine, as well as the market capitalization of Widget Co. If the widget-making machine will only be able to produce half the expected widgets, Widget Co. will only be able to sell half as many widgets as originally expected. Figure 2 below demonstrates the impact of the change, assuming the project's expected future cash flows would decline by 50%.

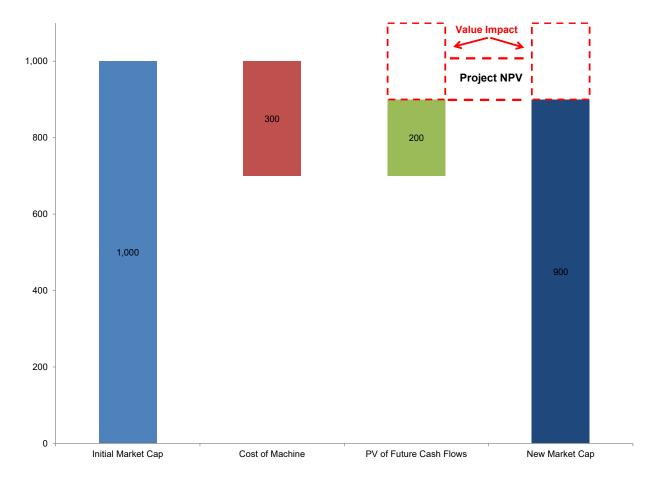


Figure 2 – Impact of Value-Relevant Change

- 59. Figure 2 shows that a change in the expected future cash flows from the widget-making machine would reduce the value of the project as well as the market capitalization of Widget Co. A similar result would occur if the expected price of widgets dropped by half due to the introduction of new, high-speed widgets.
- 60. Other factors related to the widget-making machine may not affect the NPV of the project. Suppose, for example, that investors learn that the Chief Scientist is highly superstitious and insists on burning \$50 at the start of each project for good luck. Figure 3 below illustrates that this information would not change the NPV of the widget-making machine project or the market capitalization of Widget Co.

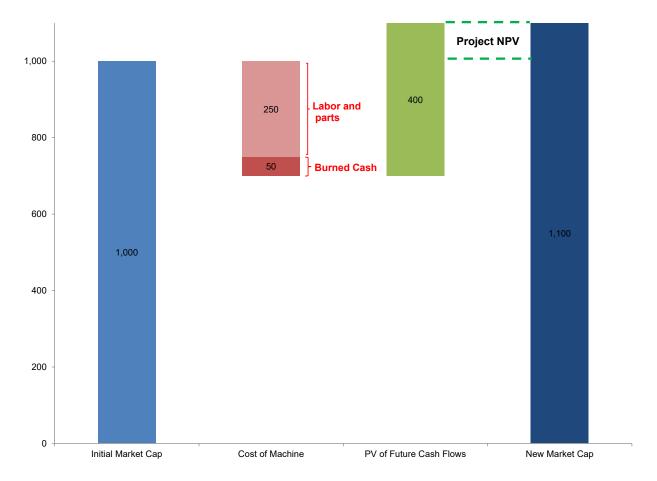


Figure 3 - Impact of Non-Value-Relevant Change (Burned Cash)

- As shown in Figure 3, the burned cash is included in the development cost of \$300. Although the \$50 is not being spent on the labor or parts necessary to manufacture the widget-making machine, it does not change the project's \$100 NPV. Widget Co. is still spending \$300 on a machine that will generate cash flows with a present value of \$400.
- 62. Suppose further that one of Widget Co.'s biggest competitors, Widgets International, independently develops an identical widget-making machine for \$200 (as compared to Widget Co.'s \$300 cost to develop the machine). Because the machines are identical, Widgets International also estimates a present value of \$400 in future cash flows from the machine making the NPV of its project \$200 (as compared to the NPV of Widget Co.'s project of \$100). As shown in Figure 4, the fact that Widget Co. overpaid for the same machine does not affect the NPV of the project to Widget Co. or its impact on Widget Co.'s market capitalization. Widget Co. still spent \$300 of cash on a machine that will generate a present value of \$400 in future cash

flows. The NPV of the project is still \$100 and Widget Co.'s market capitalization is still \$1,100.

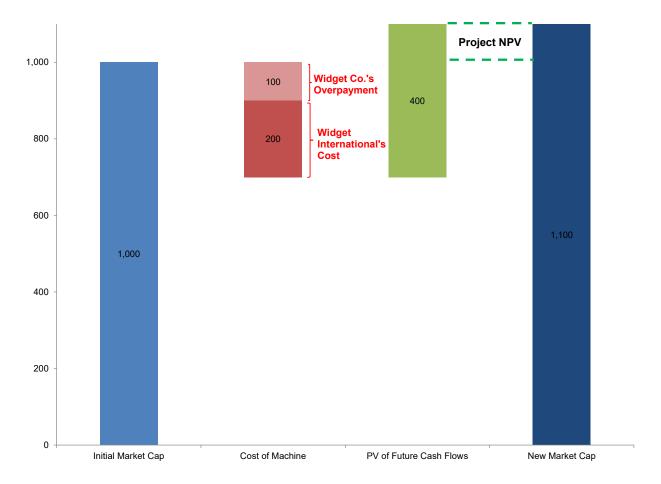


Figure 4 – Impact of Non-Value-Relevant Change (Overpayment)

63. It is important to understand why Numeric Disclosures in this litigation would not be material to valuation. The NPV of a project equals the present value of the future cash flows from a project minus the cash spent in connection with the project. In this litigation, the disclosure of the amount of bribes and any alleged overpayments is not required to compute the net present value of a project as the cash outflows made in connection with the project were known and do not depend on that information. The numeric disclosure only affects how the cash proceeds to the sellers of assets or providers of services are allocated by these sellers or providers. To see that this allocation is not value-relevant given the future cash flows from a project, it is useful to consider the following two examples more specific to a company like Petrobras.

- 64. In the first example, Oil Co. buys two refineries. Both refineries cost \$10 billion and have identical specifications with respect to production capacity, expected output, and so on. With respect to Refinery 1, 3% of the purchase price goes to improper kickback payments. With respect to Refinery 2, there are no such improper payments, but Oil Co. made some negotiating mistakes, which caused it to agree to pay 3% more than it could have. Once again, the purchase price for the two refineries is the same. The net present value of both projects is the same because the expected future cash flows are the same, and Oil Co. paid the same for both refineries. The fact that with respect to one refinery, Oil Co. did not disclose that part of the payment was allegedly used as a bribe does not change the value of that refinery. A subsequent corrective disclosure about the 3% improper payment would have no impact on the value of Refinery 1.
- 65. In the second example, Oil Co. buys Refinery 1 for \$10 billion. Once again, 3% of the purchase price goes to improper kickback payments. Suppose further that there exists a third Refinery owned by another company, which is identical to Refinery 1, but whose value—\$9.7 billion—is known to the market. In addition to determining the value of Refinery 1 on the basis of its own expected cash flows, the market could also use information about Refinery 3 in assessing the value of Refinery 1. In this case, the market will assess Refinery 1 at \$9.7 billion and will conclude that Oil Co. overpaid by \$300 million at the time of the acquisition. Any subsequent adjustment regarding the 3% would not correct any inflation because the market had already assessed the value of the refinery correctly.
- Note that in both examples Oil Co. could eventually write off the value of Refinery 1 by 3%. The write-off would represent an adjustment to the carrying amount of the asset. However, in both examples the *economic* loss takes place when the refinery is acquired, and it is known by the market at that time, because the market knows exactly how much was paid for the refinery. Any eventual accounting adjustment to the recorded amount of PP&E is irrelevant to the economic value of Oil Co. because it does not provide any new value-relevant information to the market. In my examples, the write-offs cannot possibly eliminate inflation in the price of Oil Co. securities, because this inflation never existed.
- 67. It is important to note that it is not unusual for accounting adjustments to convey no new information to the market. A well-known academic study of write-offs concludes that "we

observe no significant reaction to write-offs of either goodwill or PP&E." An example of a large write-down that is not associated with an adverse stock return is by BHP Billiton. On January 15, 2016 global mining company BHP Billiton took an impairment charge on its American oil and gas assets by over 30%, or \$7.2 billion, due to a decline in global oil prices which had hit a 12 year low of \$30/bbl that same week. BHP also announced that it would reduce the number of rigs it operated and review its investment plans for the remainder of the year. In the aftermath, BHP's stock price gained 5% in intraday trading in Australia, improving improving from an 11 year low price. For the full day, share price rose by a total of 1.3% compared to an increase in the market in Australia of 1.3%.

- 68. HP made a similar write down as the result of goodwill impairment. On the morning of August 8, 2012, HP announced an \$8 billion goodwill impairment on their \$13.9 billion Electronic Data Systems acquisition. By the close of trading, HP's stock price gained 2.4% on this day. The S&P 500 gained 0.09% while the NASDAQ lost 0.14% on this day. On February 24, 2016 Chesapeake Energy reported a \$14.9 billion loss for 2015, due, in part, to an \$18.2 billion asset write-down resulting from declines in oil prices. Chesapeake announced that it would cut up to 69% of its capital spending for 2016 and that it was working on debt. Share prices rose by nearly 23% by the close of trading while the S&P 500 increased by 0.4%.
- 69. These write-downs were was a non-cash charges to the value of these companies assets. Hence, it had no direct impact on cash flows. Any cash flow impact from the declining price of oil would have been incorporated in the price of each company's respective stock price.

⁸⁶ Jennifer Francis et al., "Causes and Effects of Discretionary Asset Write-Offs," *Journal of Accounting Research* 34 Supplement, pp. 117-134.

⁸⁷ BHP Billiton Takes £5bn Writedown on US Oil Assets as Price Slump Takes Toll," The Guardian, January 14, 2006, https://www.theguardian.com/business/2016/jan/15/bhp-billiton-takes-5bn-writedown-on-us-oilassets- as-price-slump-takes-toll.

88 Ibid.

⁸⁹ Bloomberg. Returns are adjusted for the payment of dividends.

⁹⁰ "HP's \$8 Billion Write Off Is Really Good News In Disguise," *Business Insider*, August 8, 2014, http://www.businessinsider.com/hps-8-billion-write-off-is-really-good-news-in-disguise-2012-8.

⁹¹ Bloomberg. Returns are adjusted for the payment of dividends.

⁹² Ibid.

⁹³ Crooks, Ed, "Chesapeake to slash capital spending to conserve cash," Financial Times, February 24, 2016, https://next.ft.com/content/7cd48c26-db20-11e5-98fd-06d75973fe09.

⁹⁴ Bloomberg. Returns are adjusted for the payment of dividends.

- 70. The accounting adjustments in this case are non-cash charges as well. They have no direct impact on the cash flows of the company.
- 71. To contrast the alleged fraud in this litigation with a more typical securities fraud, suppose that Oil Co. bought Refinery 1 in 2011 and disclosed that this refinery would have a technical innovation that would make it twice as efficient as any other refinery by 2016. Oil Co. refuses to disclose the technical details of the innovation but the market believes that it exists. From 2011 to 2014, the market learned nothing about this technical process and continued to believe that the innovation exists. In 2014, Oil Co. discloses, however, that there was no such innovation. In this case, the present value of the cash flows would be inflated from the time of the announcement in 2011, until the disclosure in 2014, because the market would factor the innovation into the valuation of the refinery. The alleged fraud in the Petrobras litigation is fundamentally different from this example because the alleged numeric misstatements had no impact on Petrobras's cash flows.
- 72. In sum, factors that do not affect the magnitude of a project's cash flows should not have an impact on the project's, or firm's, valuation, based on principles of corporate finance. A number of plaintiffs in the consolidated litigation have provided deposition testimony consistent with these fundamental principles of valuation, emphasizing the importance of a cash flow analysis:
 - "If I had to pick one, yes, the free cash flow yield of a business is what primarily what we look at." 95
 - "And as you testified before, cash flows is the number one metric for you with respect to financials? / Yes." 96
 - "We focus on earnings and cash flow because, ultimately, we think the value of the securities is a reflection of the cash flow earnings and earnings potential of a company." 97

⁹⁵ Reynolds 40:6-8

⁹⁶ Cortes 240:2-5

⁹⁷ Audet 45:23-46:4

- "When it comes to credit analysis, what's the significance of the cash flow of the company? / I would argue it's paramount. . . . it's one of the most important factors you're going to analyze."98
- "When valuing a company's assets, how does Logan Circle go about doing that. / We look at the assets a company has and their ability to generate cash./ And that's the present ability to generate cash?/ Present and future."99
- "A. Like I said, cash flow is the key of determining the value of the company."

 Expectation of larger cash flow increases the value --expected value of the company."

 100

D. Market Information Regarding the Refineries at Issue

- 73. Petrobras provided the market with relevant information to assess the refineries at issue throughout the Class Period, including information about: capacity, timing of construction and operations, and anticipated cost of the projects. Exhibit 1 summarizes Petrobras's disclosures with respect to the refineries at issue in this litigation. As shown in Exhibit 1, Petrobras provided the market with a wealth of value-relevant information with respect to the refineries before and throughout the Class Period.
- 74. In this section, I present and discuss, as an example, information that Petrobras provided to the market about the RNEST refinery.
- 75. Petrobras also issued five-year plans annually, detailing its capital expenditures, as well as annual guidance for capital expenditures. For instance, Petrobras released its 2012–2016 Business and Management Plan in June 2012.¹⁰¹

⁹⁸ Westhoff 170:18-25

⁹⁹ Moses 172: 19-2

¹⁰⁰ Sudol 152:17-20. *See also* Shale 81:19-22; Kimble 152-153; Pope 47:25, 48:1-7; McGann 52:9-53:14.

¹⁰¹ On June 14, 2012, Petrobras issued a 6-K announcing that its board had approved the 2012–2016 Business and Management Plan ("Plan") and providing the market with some of the Plan's details. See Petrobras, "2012–2016 Business Plan," Form 6-K for the Month of June 2012, Filed on June 14, 2012. On June 25, 2012, Petrobras released a detailed presentation of the 2012–2016 Business Plan. See Petrobras Presentation, "2012–2016 Business and Management Plan: 2020 Petrobras Strategic Plan," June 25, 2012 ("2012–2016 Plan"), http://www.investidorpetrobras.com.br/en/presentations/business-management-plan.

76. The plan was 89 pages and provided detailed information on Petrobras's ongoing projects and capital expenditure plans. For example, the presentation provided information related to costs and delays at the RNEST refinery. It specified that RNEST would process 230 mbbl/dof heavy oil and that 70% would be converted to diesel. The plan allowed investors to assess how estimated costs increased over time. As shown in Figure 5 from the 2012–2016 Business and Management Plan below, Petrobras also provided the market with information about the actual and expected costs related to the construction of RNEST. Figure 5 indicates that by June 2012, the total cost of RNEST was expected to reach \$17 billion, as compared to previous estimates of \$13 billion.

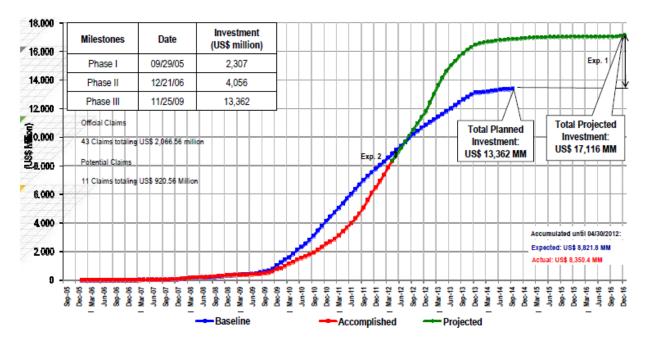


Figure 5: RNEST Cost S-Curve¹⁰³

77. Figure 6 below, which is taken from Petrobras's disclosed plan, compares actual progress in RNEST's construction to the company's plans through April 30, 2012.

¹⁰² 2012–2016 Plan, p. 78.

¹⁰³ 2012–2016 Business and Management Plan, p. 80.

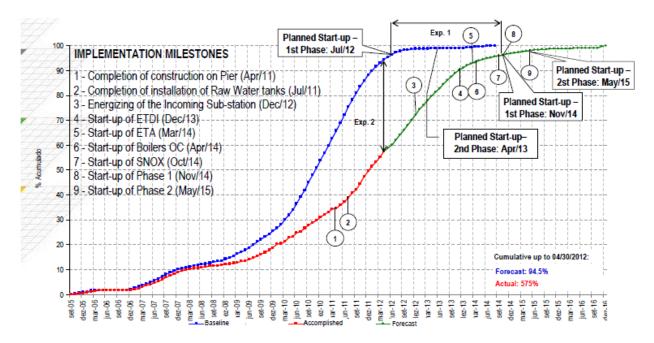


Figure 6: RNEST Production S-Curve¹⁰⁴

E. Market Assessment of the Refineries at Issue

- 78. A review of analyst reports suggests that the market assessed the RNEST and Comperj refineries on the basis of variables affecting their cash flows and comparables rather than their book value. Therefore, any misrepresentations or omissions relating to the Numeric Disclosures could not have created any inflation because they did not provide the market with any value-relevant information about the cash inflows or outflows expected from the projects or the valuation of the comparables. Specifically, Numeric Disclosures alone would not have changed the magnitude of cash outflows, only how those outflows were allocated among various parties. Therefore, even if the Numeric Disclosures had been made at the time the alleged bribes were paid, they would not have impacted the market's assessment of the projects.
- 79. I found that in reports I reviewed, securities analysts discussed the contribution of individual refineries to the value of Petrobras using information available to the market or analysts, about variables affecting the cash flows from these refineries and about comparables. For instance, as Petrobras developed a new refinery, analysts were able to compare the cost of the refinery with the price of building a comparable refinery elsewhere in the world. Analysts

¹⁰⁴ 2012–2016 Business and Management Plan, p. 79.

could therefore assess whether the building of the refinery benefitted the providers of capital. In valuing Petrobras, the analysts reports I reviewed typically presented valuations of the Refining segment of Petrobras as a whole, which included all existing refineries, instead of providing valuations for individual refineries. However, reports I reviewed valued the Refining segment using the same principles of corporate finance.

- 80. In this section, I provide evidence of how analysts assessed the value of individual refineries. I will show that analysts often assessed the Refining segment at amounts that were a fraction of the book value of that segment or of the capital expenditures spent on that segment during the Class Period. In fact, in 2014, some analysts, such as Citi and Morgan Stanley, assigned a negative value to the Refining segment, which means that according to these analysts, the segment *subtracted* from the overall value of Petrobras, rather than added to it, despite the carrying amount for those assets reflected on Petrobras's balance sheet.¹⁰⁵
- 81. Early in the Class Period, on June 22, 2010, UBS analyzed Petrobras's publicly-released 2010–2014 Business Plan, and concluded based on the information released by Petrobras itself that the refinery investments would have low returns. When investments have low returns, the NPV is low or negative. In this case, low returns means that Petrobras does not earn its cost of capital, such that value is destroyed by these investments. The report showed that the cost per capacity (after adjusting for complexity) was, at that time, twice as high for RNEST as for new refineries in Europe or the U.S. The report further states that:
 - A key question also lies on the ROIC [return on invested capital] of the new refineries which already seem to start with high budget vs. international standards. We note that while PETROBRAS is investing US\$74bn in new refineries through 2014YE, the capacity addition is going to be about 904kbpd by 2014YE and a higher 1,389kbpd by 2020YE (...). In any of these scenarios, however, the estimated cost per unit of capacity increase already adjusted by its higher refining complexity suggests that PETROBRAS will likely have low returns on these investments, both on the cost side (=20%-100% higher unit costs) and selling price side (limited)

¹⁰⁵ Petrobras (PBR): Positive Q4 Expected, but Short Term Events Impact Performance," Citi, 1/January 21; MS, 6/, 2014; "Petrobras: More Barrels a Negative Surprise; Moving to Equal-weight on Limited Upside," Morgan Stanley, June 24, 2014.

Petrobras (ON): 2010-14 Business Plan Call Highlights," UBS, June 22, 2010, p. 5.

ability to increase prices given competition of gasoline and diesel vs. ethanol).¹⁰⁷

- 82. Two days later, Barclays concluded based on the same information that "We now think the company may end up spending more than \$150 bn in the Brazilian refining sector over the next 10 years, which may generate only mid-single digit return." At the time, the cost of capital of Petrobras was close to 10%. 109 Consequently, effectively, Barclays stated that minority investors could anticipate a loss of about 5% a year on these investments. Barclays also pointed out that the cost of the refineries per unit of capacity was more than twice the cost of recent refineries in the U.S. and in Saudi Arabia. 110
- 83. In November, UBS had refined its thinking about RNEST, stating that "We currently estimate this refinery will yield [app.] 3% return in nominal US\$ terms, which is clearly below the company's cost of capital." In other terms, UBS believed that the refinery was worth substantially less than its cost, since UBS assumed that Petrobras's cost of capital at that time was 10%. 112
- 84. As discussed, the deposition testimony of Plaintiffs and their investment advisors in this the consolidated litigation makes clear that they evaluated Petrobras according to the same basic principles of valuation. Relatedly, the deposition testimony makes clear that Plaintiffs and their investment advisors did not value a company based on the book value of its PP&E, either because it was not part of the DCF analysis, or because historical cost was simply not relevant to valuation:
 - "... book value of assets is kind of backward looking... we don't rely on it heavily... it's not current market... it's inherently very volatile and unreliable / companies have a tendency to overstate their PP&E or their assets."¹¹³

¹⁰⁷ "Petrobras (ON): 2010-14 Business Plan Analysis – Negative," Call Highlights," UBS, June 22, 2010, p. 6.

¹⁰⁸ PETROBRÀS 2010-2014 BUSINESS PLAN : Refining - A Tough Sell," Barclays Capital, June 24, 2010, p. 4.

¹⁰⁹ See "Lowering PT on short-term concerns and higher capex," Deutsche Bank, June 30, 2010, p. 1.

¹¹⁰ Barclays Capital, "PETROBRAS 2010-2014 BUSINESS PLAN

Refining - A Tough Sell," June 24, 2010, p.8.

¹¹¹ Petrobras (ON): Meeting Downstream – Reiterate Neutral," UBS, November 2, 2010...

¹¹² Ibid., p. 1.

¹¹³Thompson 130:135-136

- (discussing valuation metrics) "Do any of them use as an input property -- a historical recorded amount of property, plant and equipment? No, not as an input." 114
- Similarly, Steven Saruwatari of Western Asset discussed discounted cash flow analysis and explained that PP&E did not play into it: "Q. Do you have a general understanding of whether the book value of Petrobras' property, plant and equipment would have been an element in the discounted cash flow analysis? A. Discounted cash flow is exactly that. It uses the stream of cash flows related to an asset and discounts them to present value. And cash flows are based on are based on cash flows. Q. So the past expenditures on property, plant and equipment would not be relevant to a calculation of future discounted cash flows? A. Yeah, I think that's the way a discounted cash flow analysis works."¹¹⁵
- 85. Certain deponents have even testified that an overstatement of PP&E would not be material:
 - "Q. An overstatement of PP&E is not necessarily material to your investment decision?

 A. No, it's not material, we just want to know what it is." 116
 - Damien McCann echoes this same sentiment in his deposition testimony and goes on to testify that a restatement of PPE would not be significant because it would not impact cash flows: "Q. a noncash restatement of PP and E in the twenties of billions would not be significant because it would not impact the ability of existing assets to generate cash and service debt. A. Correct."¹¹⁷
- 86. The deposition testimony also shows that, like equity analysts and in a way consistent with basic finance principles, Plaintiffs and the investment advisors in this matter conducted their own analyses on the refineries at issue and did not simply take the reported book value as their measure of value. Not only were plaintiffs and their investment advisors aware of cost overruns and delays¹¹⁸ with respect to Petrobras's large under-construction refineries, they were concerned about these overruns and delays:

¹¹⁴ Holley 152: 6-9

¹¹⁵ Saruwatari 151-152.

¹¹⁶ Thompson 136:13-16.

¹¹⁷ McCann 191:3-8.

¹¹⁸ See, e.g. Shaw 71-72; Holley 263:20-24; Westhoff 188:1-4; Segovia 91:7-92:2; McGann 277:11 – 278:1; and Batchman 222:2-6; 235:15-18.

- For example, William Kennett of Washington State Investment Board described cost overruns as "the biggest negative about the company at the time." ¹¹⁹
- According to Meg Reynolds of Westwood Global Investments, Westwood was
 particularly aware of the "excessively high" costs of RNEST: "Q. (re RNEST)
 Westwood was aware of that increase at the time? A. Yes. Q. And Westwood was
 concerned about that time? A. Yes. Q. Westwood thought that the \$12 billion figure
 was excessively high for RNEST, right? A. Yes."120
- Chris Shale of Universities Superannuation Scheme was asked: "Were you concerned about the cost overruns in this refinery?" He replied, "Yes." 121

VI. Plaintiffs' Damages Model With Respect to Non-Numerical Disclosures is Untenable

- 87. According to Plaintiffs' allegations, Non-Numeric Disclosures would have informed the market of the risk that Petrobras's internal controls were not effective in preventing certain of its employees from engaging in corruption, and according to Plaintiffs, the drop in Petrobras's share price resulting from the Non-Numeric Disclosures is a measure of the prior inflation in the share price, and of the damages to which they are entitled. I disagree.
- 88. First, I disagree with Dr. Nye that the Non-Numeric Disclosures revealed an entirely unknown, new, and undisclosed risk that the Company's internal controls were not effective in preventing certain of its employees from overriding those controls, and engaging in corruption. Throughout the Class Period, Petrobras disclosed that its internal controls had inherent limitations and were no guarantee that the Company would detect or prevent all actions inconsistent with those controls.
- 89. For example, in its 2010 20-F, the Company noted that there were: "inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures." Petrobras made similar disclosures in each of its Forms 20-Fs filed throughout the Class Period. In other

¹²⁰ Reynolds 161:2-10.

¹¹⁹ Kennett 275:3-4.

¹²¹ Shale 139:22-24. See, e.g. McCann 167:11-168:10; 168:14-22; Barry 155–56; and Batchman 236:13-15.

words, the risk regarding the limitations of Petrobras's internal controls was fully disclosed, but Dr. Nye completely ignores whether and to what extent investors considered this disclosed risk in their investment decision-making process.

- 90. Dr. Nye also fails to factor into his analysis the level of corruption risk in Brazil. Studies show that investors routinely take into account the risks associates with investing in a particular country, and that would have been no different here.¹²²
- 91. This risk in Brazil was discussed in analyst reports and news articles and measured by public indices. For example:
 - According to the World Bank, in 2014, 56% of the countries in the world controlled corruption better than Brazil.¹²³ Brazil's ranking was only marginally better in 2009, when 44% of the countries in the world controlled corruption better than Brazil.¹²⁴
 - A June 2001 Foreign Investment Advisory Service report on Brazil discussed the main risks of investing there. The report discussed "custo Brazil," or the "Brazilian cost," which refers to problems that exist in Brazil which make it costly and risky to operate a business. According to this report, these factors include bureaucratic inefficiencies and "corruption, on a grand scale." 126
 - A 2012 KPMG report addressed the presence of corruption in Brazil:
 - Corruption is not uncommon in both the government and business.

 Despite several efforts to improve the situation, bribes and embezzlement

See e.g. Pinkowitz et al. (2006), which finds that firms that operate in countries where the risk of corruption is higher are valued significantly less than firms that operate in countries where the risk of corruption is lower.

¹²³ World Bank Worldwide Governance Indicators (WGI) Project data

http://info.worldbank.org/governance/wgi/index.aspx#home.

World Bank Worldwide Governance Indicators (WGI) Project data

http://info.worldbank.org/governance/wgi/index.aspx#home.

http://czbrcham.org/yahoo_site_admin/assets/docs/PUBBrazilReportVoIII.2525055.pdf

http://czbrcham.org/yahoo_site_admin/assets/docs/PUBBrazilReportVoIII.2525055.pdf

are still common and accepted by society in general as the price of doing business. 127

- On October 1, 2014, Dow Jones International News released an article citing a recent World Bank survey showing that 67% of companies noted that corruption was an obstacle to doing business in Brazil, putting Brazil behind other emerging market nations.¹²⁸
- 92. Plaintiffs and investment advisors in this case have also testified that they recognized and factored into their investment decision the risk associated with investing in an emerging market such as Brazil. For example:
 - "... with all due respect to all the Latin Americans, it's Brazil. It's not a region which is unknown to these kind of behaviors." ¹²⁹
 - "Q: Despite the political risks, exchange rate fluctuation, risk of corruption, the analysis showed it was worth it, right? A: We invested, while acknowledging the risk." 130
 - "Q: So prior to Lava Jato, there's a perception that Brazilians were -- there was a corrupt system in Brazil? A: Yes." ¹³¹
- 93. Second, Dr. Nye offers no analytic method or model for measuring the extent to which this risk was already priced into Petrobras' share price during the Class Period. This is critical for Plaintiffs' theory of recovery,
- 94. Even if the risk was undisclosed, under Plaintiffs' materialization of risk theory, the inflation that they must measure, in order to recover damages with respect to Non-Numeric Disclosures, is the adjustment that the market would have made had it known of the risk that was

¹²⁷ KPMG, *Investing in Brazil: 'A Land of Opportunities*,' at 11 (Nov. 2012), https://www.kpmg.com/NL/nl/lssuesAndInsights/ArticlesPublications/Documents/PDF/High-Growth-Markets/Investing-in-Brazil-2012.pdf.

Gerald Jeffris, Brazil Mulls Ways to Break Corruption, Shake a Bad Rap, Dow Jones International News (Oct. 1, 2004).

¹²⁹ Soeberg 126:13-15

¹³⁰ Westhoff 210:10-14

¹³¹ Kimble 137:12-17

allegedly not disclosed during the Class Period. However, price reaction following the Non-Numeric Disclosures in this case cannot be used as a measure of prior inflation caused by the failure to disclose such risks, because the price reaction here reveals not exclusively that adjustment, but also includes the contemporaneous impact of the materialization of the underlying risk.

- 95. To present a simple example, suppose shares of Company A trade at \$10 per share. Further, suppose that Company A becomes exposed to a new risk that could adversely affect the company's cash flows in the future. In the first example, Company A discloses this risk to the market which expects a potential loss of 10% if the risk materializes. The market assesses the probability of the risk materializing at 50%. In this example, the stock price of Company A will be discounted by 5% (10% x 50%), to trade at \$9.50, due to this known risk. Note that the ultimate materialization of the risk may be different from the market's ex ante expectation. For example, Company A may experience a \$2 per share decline upon materialization of the risk. This does not represent a new risk, but rather a difference between materialization and the market's expectations. Similarly, the materialization of the risk may turn out to be only \$0.01, in which case the market would be positively surprised, as it expected worse. Now suppose that it turns out that part of the \$2 stock price decline was due to a previously undisclosed risk. The \$2 stock price decline cannot be used to measure the inflation caused by not disclosing the risk. This price drop says nothing about the inflation due to the lack of disclosure, because the stockprice drop is not a measure of ex-ante inflation. To show inflation from the disclosure, it would be necessary to show: (1) that ex-ante, the stock price did not reflect that risk, and (2) what the expected loss would have been had the market been aware of that risk. An event study addresses neither of these issues, as it shows the commingled impact of both the disclosure and the underlying impact of the materialization of the risk.
- 96. Hence, no reliable conclusion about inflation can be reached from just knowing the fraction of the abnormal return due to the allegedly unknown risk. To measure inflation, one has to know what the market would have charged to bear that risk.
- 97. In sum, Dr. Nye's model does not account for whether and to what extent the risk that the Non-Numeric Disclosures revealed was already priced into the price of Petrobras securities during the Class Period.

VII. Factors Unrelated to the Alleged Fraud Drove Down the Price of Petrobras Securities

- 98. The Class Period starts on January 22, 2010 and ends on July 28, 2015. On January 22, 2010, the price of the Petrobras common ADS was \$42.02. By July 28, 2015, the price had fallen to \$5.78. However, almost all of the decline in the stock price occurred before the first alleged corrective disclosure identified by Plaintiffs' experts. The first corrective disclosure identified by those experts was on October 16, 2014. On that day, the stock price was \$14.93. Therefore, from the start of the class period to the first alleged corrective disclosure the stock price dropped by 64.49%, which represents 74.75% of the total drop over the class period.
- 99. A number of factors unrelated to the alleged fraud contributed to this decline. These factors, which I understand are discussed in greater detail in the Expert Report of Christopher James ("James Report"), include, but are by no means limited to: (1) changes in oil prices; (2) changes in macroeconomic factors including the economic performance of Brazil, exchange rate for the Real, and the yield on Brazil's sovereign debt; and (3) the impact on Petrobras and its minority shareholders of the actions of its controlling investor concerning capital expenditures, pricing, procurement of materials and services, and (4) the impact of Petrobras' increasing leverage.
- 100. In my opinion, the price drops that occurred after the alleged corrective disclosures were caused (in whole or in part) by the same factors, rather than the revelation of the alleged fraud.

A. Implications of changes in oil prices

101. The price of oil increased early in the Class Period and remained high until the middle of 2014. The high prices caused Petrobras to lose tens of billions of dollars of potential revenue due to the fact that its controlling shareholders did not let it sell its products at market prices. However, oil prices experienced a dramatic drop in in the second half of 2014. While those declines helped Petrobras's cash flows, they also meant that that it became increasingly likely that many of its production fields would become unprofitable because the oil price became too low relative to its cost. In particular, the vast pre-salt reserves became much less likely to be economically valuable as prices plummeted.

- 102. Analysts routinely recognized the impact of oil prices on Petrobras's valuation through the class period, often considering the company's valuation based on optimistic scenarios (with higher oil prices) and pessimistic scenarios (with lower oil prices). However, even the pessimistic scenarios did not envision oil prices falling as low as they did in late 2014 and early 2015:
 - In 2012, UBS presented a DCF-based valuation sensitivity matrix with long-term oil prices from 2013 onwards.¹³² The benchmark case assumes oil prices of \$95 per barrel from 2013 onward and a cost of equity of 11.2%. The report sets a \$36.50 price target based on these assumptions.¹³³ The sensitivity matrix uses a range of oil prices from \$75 to \$115 per barrel and cost of equity ranging from 9.2% to 13.2% to value Petrobras ADS at \$20 to \$61 per share.¹³⁴
 - On October 29, 2013, Barclays published a report with a price target of USD\$20. In that report, it looked at downside case with an oil price of USD\$70. For that downside case, it expected the stock price to be USD\$11.
 - On June 24, 2014, Morgan Stanley has a base case price target of USD\$16 which assumes an oil price of USD\$103. It has a bear case price target of USD\$9.8 which assumes an oil price of USD\$90 for 2014 and a long-term price of USD\$75.
- 103. By the end of 2014, oil prices were below USD\$50, which was lower than any of these estimates. The valuations I have seen from analysts during the 2010 to early 2014 period imply that the price of Petrobras shares would have been in single digits with oil prices below \$50. For example, in 2014, Morgan Stanley stated with respect to the value of Petrobras's shares that, if retail prices were to follow world prices, "Each \$5/bbl reduction in LT prices lowers our upstream NAV by \$17.5B, or [approximately] \$2.7/ADR." In the second half of 2014, the oil price fell by more than \$50. The highest stock price in the second half of 2014 was slightly more

¹³² UBS, "Delays in production and refinery start-ups," April 5, 2012, p. 6.

 $^{^{133}}$ UBS, "Delays in production and refinery start-ups ," April 5, 2012, p. 1.

¹³⁴ UBS, "Delays in production and refinery start-ups ," April 5, 2012, p. 6.

¹³⁵ Barclays, "Still Early Days on Pricing Mechanism," October 29, 2013, p. 3.

¹³⁶ Morgan Stanley, "More Barrels a Negative Surprise; Moving to Equal-weight on Limited Upside," June 24, 2014, p.

¹³⁷ Morgan Stanley, PBR & 85/bbl Oil? A Good Short-Term Combination at the Current (Lack of) Fuel Price Policy," October 14, 2014, p. 1. 10/14/2014.

than \$20. Using the Morgan Stanley analyst estimate of the impact of a drop in the oil price, the price at the end of the year would be less than \$8. On the last day of the year, the stock price was \$7.30.

104. Therefore, the sharp decline in oil prices was a significant factor in decreasing Petrobras's share price at the time of the corrective disclosures. Deposition testimony makes very clear that investors considered the price of oil to be a fundamental determinant of the value of Petrobras, both before and after the corrective disclosures:

- "And those ups and downs in the price of oil had an impact on the price of Petrobras' shares during that period? / Yes." 138
- "And what's the most important metric for the intrinsic value of a company? / Generally, their product." 139
- "Of course that was happening against a backdrop for a good portion of that period of weak oil prices and so forth. So it's hard to disentangle those." 140
- "I mean, it's an oil company. So if the price of oil is moving up or moving down . . . it's reasonable to assume that the shares would react to that in the market." 141
- "Q: Why was [the oil price] relevant to your analysis? . . . A: Because it drives the revenue and profitability of the business. Q: So oil prices were a factor when you valued Petrobras? A: Yes. Q: and they affected Petrobras's security prices? A. Of course." 142

B. Implications of Other Factors Unrelated to the Alleged Fraud

105. In addition to oil prices, a number of other factors unrelated to the alleged fraud caused declines in Petrobras's share price during the Class Period, both before and after the alleged corrective disclosures, including the overall economic performance of Brazil, exchange rates, and yields on sovereign debt.

¹³⁸ Reynolds 46:2-5.

¹³⁹ Cortes 173:12-16.

¹⁴⁰ Anderson 79:9-12.

¹⁴¹ Audet 108:13-20.

Tishin (rough) 98:5; 98:8-15. *See, e.g.* Kennett 175:14;19-20; Luchsinger 143:21-22; Audet 122:8-21; Xiao 90:20-24; 85:13-15; Westhoff 184:3-5; Moses 89: 18-20; Sudol 223:19-22; McGann 229:3-17; Tishin (rough) 125: 15-16; 125:20-21; and 133:3-23.

106. These factors, which I understand are described fully in the James Report, include the stagnation of the Brazilian economy (caused by, among other things, the reversal of the commodities boom, slowed growth of importers of Brazilian goods, and failure to address structural issues), the weakening of the Brazilian Real (which analysts noted generally had a negative impact on Petrobras, considering its debt was denominated in U.S. dollars while its revenues were denominated in Brazilian Reals), and increased yield in sovereign debt. Investors were fully aware of the import of all of these factors.

107. One additional important factor is worth mentioning, is the impact of the actions taken by the Brazilian government as the controlling shareholder of Petrobras. In particular, the Brazilian government set prices for the products sold by the refineries that were below world prices for much of the Relevant Period and forced Petrobras to use domestic suppliers when it could have used cheaper foreign suppliers. The government's actions, policies, and in some instances pure interference had negative impacts on Petrobras throughout the Class Period. As a result of this negative impact, Petrobras had a much weaker cash flow, was forced to borrow more, and had a stretched balance sheet by the time of the alleged curative disclosures. The analyst reports I have seen show that investors were keenly aware of the role of the state and of the negative impact of some of its policies and actions on Petrobras. I understand that the James report addresses these issues in greater detail.

108. Plaintiffs and their investment advisors were keenly aware of the impact of government ownership and interference, as well:

- "Q: And how was the [Dilma] government very intervening? A: It tried to regulate the price that the company can charge. And also ask the company to use only local content equipment." 144
- "Q: And this [government] interference with the ability to to price its downstream oil, did that that hurt Petrobras financially? A: Yes. Q: And as a result, did that hurt the value of Petrobras securities? A: Yes." 145

Deposition testimony also makes clear that Plaintiffs and their investment advisors appreciated this risk: Moses 89: 18-25; 90: 2-5; Xiao 198; Cortes 257:21-25; Barry 53; Galindo, 225: 11-12; and Bruebaker 125:24 – 126:4. Xiao 197.

¹⁴⁵ McCann 102:20-103:3.

- "A: The president the CEO of Petrobras was chosen by the president of the country, for example, and so -- and the pricing policy of the company is constrained sometimes. They're not able to raise prices during periods of inflation." 146
- "A: That view takes into account that in some instances there are conflicting interests between . . . what the government desires as a majority shareholder in the company and what the company's management, for example, might like to do"147
- "A: So they were losing a lot of money in refining, right, and so that was basically keeping product pricing depressed to subsidize consumers. So that wasn't in the interest of minority shareholders, but I guess it was the interest of the Brazilian government, so yeah, that's kind of a big risk, right? Q: And that was a risk throughout at least 2013 to the end of 2015? A: Yeah. I mean, it kept resurfacing, but, you know, it's kind of -- the risk got smaller and bigger throughout, right, and that's a little bit why the spare price went up and down sometimes, so"148
- "A: I started feeling [in 2011] that the government involvement in Petrobras might be a more negative impact than I originally thought"149
- "Q: Are there risks specific to investing in state owned or controlled companies? A: Yes. Q: What are examples of such risks? A: Intervention by the government and influence by the government for the benefit of, you know, political or economic purposes in contrast to the benefit of underlying shareholders." ¹⁵⁰
- "A: In the specific case of Petrobras, I do remember a conversation with managers at some point in the relevant period about some investments made in some region of the country that was poor, and perhaps more with the objective of helping that region rather than maximizing shareholders -- shareholders' value. I think that was -- that was reflected at some point in the price as well."151

¹⁴⁶Reynolds 73:25, 74:1-6. ¹⁴⁷ Barry 85:12-17.

¹⁴⁸ McGann 65:19-66:7.

¹⁴⁹ Tishin (rough) 136:17-19.

¹⁵⁰ Petryk 124:413.

¹⁵¹ Galindo: 285:23-286:7.

• "Q: What was the importance of the Brazilian government ownership? A: The Brazilian -- the Brazilian government effectively controlled the company. It -- through control over gasoline price policies. It influenced capital expenditures. It also influenced the company through local content rules, through its oversight of that, and, at times, was a source of capital, like in 2010, through the equity injection." ¹⁵²

VIII. Plaintiffs' Experts Fail to Show How Petrobras's Alleged Omissions or Misstatements Inflated the Price of Its Securities

A. Responses to Dr. Nye

1. Overview of Dr. Nye's Opinions

- 109. In his expert report in this matter, Dr. Blaine Nye opines that the price of Petrobras securities was inflated during the Class Period because Petrobras did not make Numeric Disclosures or Non-Numeric Disclosures. For example, Dr. Nye states that the amount of bribes paid, risks inherent in the bribery and corruption scheme, and misstated financials resulted in inflation:
 - It would have been materially important to investors to know the Company's true losses from corruption, to know the risks inherent in the massive corruption scheme, and to know that Petrobras press releases, financial statements, regulatory filings, and other statements made by the Defendants concerning Petrobras during the Class Period, were false and misleading.

The material misrepresentations and omissions in Defendants' public statements and Petrobras' financial statements caused the prices of the Petrobras ADSs and Notes to be artificially inflated during the Class Period. ¹⁵³

110. With respect to the risks related to the alleged bribery scheme, Dr. Nye also states that a:

¹⁵² Bosner 88: 10-18. *See also*, Chi 24:12-25; 243:5-9; 243:20-21; Crimmins 151-152; Lin 145:19-22; Hughes 112:2-11; Moses 92:15-21; Sudol 215:10-216:5; Pope 49:6-17; Cortes 223:24-25, 224:1-7; McGann 59:8-18; 124:8 – 125:16; Tishin (rough) 80:17-81:18; 100:13-19; 134:17-135:20; Petryk 124:4-125; Galindo: 290:7-20; Chi: 27:19-23; 83:5-10; 155:18-21; 228:16-19; 6-10; Lima 97:7-17; and Bosner 93:8-16.

- ...reasonable investor would have wanted to know the information misrepresented and/or omitted by Defendants about bribery, embezzlement, money laundering, inflated contracts, and kickbacks to politicians as well as to political parties and government officials, involving Petrobras during the Class Period, and the risks which would materialize if the scheme were revealed.¹⁵⁴
- 111. Dr. Nye also opines that Plaintiffs were damaged because the alleged corruption scheme "drained" Petrobras of cash and resulted in a liquidity crisis. For example, he states that the alleged bribery scheme cost the company billions of dollars which delayed Petrobras's financials and hurt its liquidity position:
 - Had corruption not drained billions of dollars from the Company's coffers, and put many key contractors at risk of being banned from operation, the Company would have been in a substantially better liquidity position, which would have supported its ability to maintain capital expenditures and long-term production growth. Thus, Petrobras' delayed audited financials, its subsequent liquidity crisis, the sudden loss of its cartel of principal contractors, and their resulting impact on Petrobras' capital expenditure program and production curve, were ramifications of the fraud that informed the market about the true scale of the corruption scheme, and in turn damaged Class members. ¹⁵⁵
- 112. Dr. Nye also suggests that had Petrobras retained the cash that it paid out in bribes:
 - its credit risk would have been lower and its operations would have been less exposed to the liquidity concerns that adversely affected [Petrobras's] capital expenditure program, production growth and profitability toward the end of the Class Period. 156
- 113. In making these assessments, Dr. Nye ignores that Petrobras's balance sheet became stretched primarily because of: (1) extremely large losses due to price caps, which resulted from the evolution of oil prices and the exchange rate, (2) extremely large investment programs that

¹⁵⁴ Nye Report, pp. 7–8, ¶9.

¹⁵⁵ Nye Report, pp. 22–23, ¶34.

¹⁵⁶ Nye report, p. 13, ¶24.

the Company financed with debt, (3) local content laws that increased its costs, and (4) the Company's inability to increase production.

- 114. Further, Dr. Nye states that the delay in the issuance of Petrobras's 2014 audited financial statements, as a result of the bribery and corruption scheme:
 - prevented Petrobras from accessing international debt markets...putting [Petrobras] into a liquidity crisis overnight that adversely affected [Petrobras's] ability to fund its capital expenditure program, and in turn lowered production growth and profitability. 157

2. Omissions or Misstatements Related to Numeric Disclosures Could Not Have Inflated the Price of Petrobras Securities

115. As I have discussed, Petrobras provided the market with information about the amount of cash being spent in its capital budget program. Any alleged corrective disclosure by Petrobras would not change the amount of cash the company had spent, but rather would provide the market with information about how that cash was allocated among various parties once it had left Petrobras, how it was accounted for by Petrobras, and the extent of overpayments attributable to bribes involved in the contracts at issue. As I showed in my discussion of valuation principles, this information could not have been value-relevant to investors and would not have affected the price of Petrobras securities. Therefore, any omissions or misstatements related to the Numeric Disclosures could not have caused inflation. Dr. Nye fails to establish how these omissions or misstatements would have created inflation.

3. Dr. Nye's Damages Model With Respect to Non-Numerical Disclosures is Untenable

116. Dr. Nye opines that Petrobras misled investors about the risks that would materialize if the alleged bribery and corruption scheme were revealed. However, Dr. Nye fails to show how omissions or misrepresentations with respect to these risks would have created inflation in the price of Petrobras securities, as well as what portion of any decline was related to the allegedly

¹⁵⁷ Nye Report, p. 20, ¶32.

materialized risk rather than related to any other factor that could account for the decline, in whole or in part.

4. Dr. Nye's Opinions Regarding Liquidity Are Unrelated to Plaintiffs' Allegations

117. Dr. Nye's opinions with respect to Petrobras's liquidity are unrelated to Plaintiffs' allegations and irrelevant for purposes of showing inflation in Petrobras's securities' prices. Dr. Nye opines that the alleged bribery and corruption scheme caused Petrobras to pay billions of dollars in bribes that otherwise would have stayed with the company. According to Dr. Nye, lacking these funds, Petrobras ultimately experienced liquidity issues that hurt investors. However, Dr. Nye fails to show how Petrobras's liquidity issues were caused by Plaintiffs alleged omissions or misstatements and how they would have led to inflation in the price of Petrobras securities. He provides no evidence that the company's liquidity would have been different had Petrobras made the Numeric Disclosures and Non-Numeric Disclosures. By themselves, these Disclosures would not affected the amount of cash that Petrobras spent during the Class Period or its liquidity position towards the end of the Class Period. Petrobras's liquidity position was a function of the cash that it spent – which was accurately disclosed – and not how that cash was allocated by those to whom it was paid. He ignores that the behavior of oil prices, of the exchange rate, and of the sovereign yield worsened the liquidity of Petrobras. Further, Dr. Nye fails to show how liquidity issues would have caused inflation in the price of Petrobras securities.

B. Responses to Prof. Feinstein

1. Overview of Prof. Feinstein's Opinions

119. Professor Steven Feinstein submitted three reports in this matter on behalf of individual Plaintiffs. In his reports, Prof. Feinstein opines that alleged omissions and misrepresentations with respect to the Numeric Disclosures and Non-Numeric Disclosures caused inflation in the price of Petrobras securities.

- 120. According to Prof. Feinstein's reports, Petrobras's alleged misrepresentations and omissions about the timing, costs, and prospects of the Comperj and RNEST refineries led to artificial inflation in the price of Petrobras securities:
 - According to Plaintiffs, over the course of the Relevant Period, the alleged misrepresentations and omissions about, among other things, the state and prospects of the Company's CapEx projects, including the timing, costs, and prospects of the COMPERJ and RNEST refinery projects, and the bribery and overpayment scheme, caused the price of the Petrobras Securities to be artificially inflated. When the market learned of the extent of the corruption, the artificial inflation in the price of the Petrobras Securities dissipated, causing the stock price to fall, and thereby causing the Plaintiff to suffer losses. 158
- 121. Specifically, Prof. Feinstein argues that the reasons given for the increased time and cost to complete the Comperj and RNEST refineries misled investors about the condition of the projects and, in turn, misled investors about the future revenue, earnings and cash flow that Petrobras would generate:
 - The alleged misrepresentations and omissions misled investors about the condition and prospects of the Company's CapEx projects. These alleged misrepresentations and omission included the reasons given for the increased time and costs to complete the COMPERJ and RNEST. In turn, these misrepresentations and omissions misled investors about the revenue, earnings, and cash flow the Company would generate. 159
- 122. Prof. Feinstein concludes that by misleading investors about the reasons underlying the increased cost and timing to complete its development projects, Petrobras misled investors about metrics such as the magnitude and timing of revenue, earnings, and cash flows Petrobras would generate, which "would necessarily inflate the market value of [Petrobras] and the value of its shares." ¹⁶⁰

¹⁵⁸ See, for example, Central States Southeast and Southwest Area Pension Fund v. Petroleo Brasileiro S.A. – Petrobras, et al., Expert Report of Professor Steven P. Feinstein, PH.D., CFA, dated May 6, 2016 ("Feinstein CS Report"), p. 48.

¹⁵⁹ See, for example, Feinstein CS Report., p. 48.

¹⁶⁰ See, for example, Feinstein CS Report., p. 48.

- 2. Prof. Feinstein Fails to Show How the Omissions or Misstatements Alleged by Plaintiffs Could Have Inflated the Price of Petrobras Securities
- 123. Similar to Dr. Nye, Prof. Feinstein fails to explain how the omissions or misstatements alleged by Plaintiffs would have created inflation in the price of Petrobras securities. While he opines that Petrobras misled investors about the timing, cost, and prospects of the Comperj and RNEST refineries, the timing, costs and prospects were disclosed. He does not show how any alleged omissions or misstatements created inflation in the price of Petrobras securities.
- 124. As I have discussed, the Numeric Disclosures could not have provided investors with value-relevant information that would have changed the price of Petrobras securities. Therefore, any omissions relating to the costs or prospects of the Comperj and RNEST refineries could not have created inflation.
- 125. While I completely agree with Professor Feinstein that "a fundamental principle of finance and valuation is that the value of an asset is the value of future cash flows," I find that Prof. Feinstein ignores that principle in his report as he fails to show that the market was misled about the value of the future cash flows for the two refineries he focuses on.
- 126. Further, Prof. Feinstein's opinions regarding delays in refinery production are unrelated to Plaintiffs' allegations. Even if they were related to Plaintiffs' allegations, Prof. Feinstein does not show how omissions or misstatements related to delays in refinery production would have contributed to inflation. The delays related to operations at Comperj and RNEST were known to the market and were disclosed by Petrobras prior to the Plaintiffs' alleged corrective disclosures. As I have discussed, Petrobras provided the market with information on actual and expected costs for the RNEST and Comperj refineries as well as information on timing of construction and operations and delays to that anticipated timing. This information was available to the market from early in the Class Period and was incorporated into the market's assessment of Petrobras. Therefore, Prof. Feinstein's opinions regarding the cost overruns and delays with respect to the RNEST and Comperj refineries are irrelevant.
- 127. Prof. Feinstein suggests that the reason for the delays could cause inflation in the price of Petrobras securities, but does not explain how. In his economic analysis, Prof. Feinstein focuses on the impact of delays on the value of a project. To illustrate his point, Prof. Feinstein proposes the example of his "Refinery A." In his example, Refinery A is expected to generate \$100mm in

recurring annual cash flows starting two years from now. The start of production at Refinery A is unexpectedly delayed by two years so that the \$100mm in recurring annual cash flows is not expected to begin until four years from now.

- 128. According to Prof. Feinstein, "the value of Refinery A today would decline by the present value of the lost cash flow associated with the \$200mm in foregone annual earnings. In this scenario, using a discount rate of 10%, for example, the value of Refinery A would be approximately 21% greater without the delay than with the delay i.e., concealment of the delay would artificially inflate assessment of the value by 21%." ¹⁶¹
- 129. As I show next, Professor Feinstein's analysis is misleading, but more importantly it says nothing about his claim that the reasons for a delay affect the value of a project when the delay is known. To support his economic loss causation analysis, Professor Feinstein would have to show that the loss in value of the refinery due to the delay depends on the reason for the delay, which he fails to do. He claims that if the delay is concealed the refinery will be valued too highly, but concealment of delays is not what he claims was misrepresented. The market was well aware of delays and cost overruns in the construction of the two refineries he focuses on before any alleged corrective disclosure. Professor Feinstein does not consider the fact that cost overruns and delays in the oil and gas sector are widespread and likely to be expected by market participants. 162
- 130. Professor Feinstein's analysis of the value impact of the delay is misleading and incomplete. First, oddly, after saying in the first sentence of the paragraph that the value of a project depends on cash flows, he switches to earnings for his example. Second, he misses in his example that it does not make sense to assume that a refinery will come on stream two years from now and that nothing happens between now and then. Presumably, capital expenditures will take place until the refinery comes on stream. These capital expenditures would not reduce earnings, but they would be negative cash flows. With the two year delay, the remaining capital expenditures will be spread out over four years, which would decrease the present value of capital expenditures and hence increase the present value of the cash flows from the refinery as

¹⁶¹ Feinstein CS Report., p. 49.

¹⁶² See for example, Ernst & Young, Spotlight on oil and gas megaprojects, 2014; Jeffries, "Oil Services & Equipment; Subsea Perspectives from an Industry Observer," January 24, 2014

the future capital expenditures are negative cash flows. Third, he assumes that the refinery would always be able to have earnings of \$100 million, so that two years of earnings would be lost due to the delay. However, refineries are subject to wear and tear, so that if the refinery starts producing later, expenses to maintain the refinery in working order would start later and hence their present value would be less. Ultimately, refineries have finite lives, so that if the refinery starts operating later, it will finish operating later. Hence, contrary to his example, earnings are postponed rather than lost. Fourth, as capital expenditures are made, flexibility is lost. This loss of flexibility is costly. For instance, with RNEST, the type of oil to be refined depended on whether Venezuela was part of the project or not. How a refinery is constructed depends on the type of oil it will refine. Hence, a delay that allows resolution of this issue would have been valuable as it would have prevented irreversible capital expenditures that would have made the refinery less useful. Some delays with RNEST actually were related to the role of Venezuela in the refinery and such delays seem unrelated to the allegations that Professor Feinstein focuses on. Yet, he makes no attempt to separate out the effect of these delays in his analysis of damages.

- In his analysis, Professor Feinstein ignores that at least some analysts thought even early 131. in the relevant period that delays might actually be good news. In 2010, Petrobras was planning to raise a large amount of equity. An analyst concluded then that if that equity offering did not take place on schedule, "refining projects will have to be mothballed for a while, which is good news." ¹⁶³ Another analyst called for "capex discipline" from Petrobras, meaning "some postponement or reduced unit costs in downstream."164
- 132. Professor Feinstein states that "Because the alleged misrepresentations and omission misled investors about the reasons underlying the increased timing and cost to complete certain development projects, they necessarily misled investors about the expected future performance of these projects."165 He does not explain how the future performance of the projects is affected by the alleged misrepresentations. To see this, note that his example implies that the refinery will

¹⁶³ Itaú Securities, "4Q09 Results Conf. Call: All About Capitalization," March 24, 2010, p. 2.

¹⁶⁴ UBS, "Downgrading Voting Shares to Sell; Neutral the Preferred Shares – Revised R\$33/sh PT," August 11, 2010, p. 8. ¹⁶⁵ Feinstein CS Report., p. 49.

have earnings of \$100 million starting four years from now. In his example, the earnings, and presumably cash flows, in future years are known. The refinery's contribution to the value of the firm depends on its future cash flows. He provides no evidence that costs and delays were misrepresented in a way that affects the value of the refineries.

C. Other Plaintiff Experts

133. Expert reports in this matter were also submitted by Plaintiffs' experts Dr. Vinita Juneja, Dr. John Finnerty, and Mr. Chad Coffman. I find that the opinions expressed in their reports are flawed because they do not address the issue of how omissions or misrepresentations with respect to the Numeric Disclosures or Non-Numeric Disclosures would have inflated the price of Petrobras securities.

D. Facts and Data Blog

134. In addition to alleging that Petrobras misled investors with respect to the effectiveness of its internal controls and anti-corruption and ethics programs, the Complaint alleges that certain information posted on Petrobras's "Fatos e Dados" corporate webpage ("Facts and Data Blog") "peppered the market with falsehoods" throughout the Class Period. The allegations in the Complaint regarding the 15 blog posts at issue are presented in Appendix D. When viewed in its proper context, the relevant information contained on Petrobras's Facts and Data Blog would not have been material to the calculation of the NPV of the relevant Petrobras projects. A review of English language analyst reports and public press show a lack of consideration of the information contained in the Facts and Data Blog posts referenced in the Complaint, generally. Based on my review of the reports and public press I reviewed, I conclude that the posts would not have altered the market's assessment of Petrobras

135. The Complaint alleges that:

. . . statements made on [the] Facts and Data [Blog] . . . were false and misleading because, as confirmed by a plethora of testimony from whistleblowers, arrests and admissions of guilt detailing the endemic fraud at Petrobras involving, *inter alia*, the Abreu e Lima refinery, Comperj, the Pasadena refinery, and SBM, the

¹⁶⁶ Complaint, ¶11.

Company was systemically paying for inflated contracts in exchange for bribes to Company executives and party officials. 167

- 136. The Complaint singles out excerpts from various Facts and Data Blog posts and presents them without their relevant context. In many cases, the referenced posts respond to specific articles or commentary in the press and/or statements made by the Tribunal de Contas a União ("TCU") regarding its auditing functions that were discussed in certain press reports. The referenced blog posts that respond to specific press reports and/or statements made by the TCU should be understood in that context.
- 137. I have reviewed English translations of the blog posts referenced in the Complaint as well as materials to which the referenced posts respond, to the extent such information was available to me. This table reflects those materials:

Date of Blog Post	Materials Referenced
January 28, 2010	 Salomon, Marta, "Lula contraria TCU e libera verba para obras irregulares," Folha de S. Paulo, Jan. 28, 2010. Jungblut, Cristiane & Damé, Luiza, "Lula libera obras que TCU vetou," O Globo, Jan. 28, 2010. Machado, Daniela, "Lula sanciona Orçamento de 2010 com dois vetos," Reuters, February 27, 2010. Simão, Edna & Lopes, Eugênia, "Lula desafia TCU e coloca dinheiro em obras da Petrobrás sob suspeita," Estadão, Jan. 28, 2010.
January 29, 2010	• "Canetada contra o TCU," Estado de São Paulo, Jan. 29, 2010.
October 8, 2010	• Amora, Dimmi, "TCU diz ter encontrado superfaturamento em obras da Petrobras no Rio," Folha de S. Paulo, October 8, 2010.
November 9, 2010	 Amora, Dimmi, "TCU quer parar obras que Lula mandou seguir," Folha de S. Paulo, Nov. 10, 2010. Decision No. 2992/2010, TC 027.472/2009-4, from Nov. 9, 2010.
August 15, 2011	• Pardellas, Sérgio, "Doações suspeitas," IsotÉ, Aug. 16, 2011.
November 8, 2011	• Decision No. 2877/2011, TC 028.136/2010-1, from Nov. 8, 2011.
December 29, 2012	• Jornal da Cultura 27/12/2012 2º Bloco, TV Cultura (Dec. 27, 2012)
January 7, 2013	• "Planejamento no setor eletrico tern falhas, dizem especialistas,"

¹⁶⁷ Complaint, ¶369.

	Jornal Nacional, Jan. 7, 2013.
	 Obra de usina no RS está parada há 25 anos, Fantastico (Jan. 1, 2013)
August 7, 2013	• Transcript of José Sérgio Gabrielli, 23rd Extraordinary Meeting of the Environment Committee, Consumer Protection and Supervision and Control, of the 3rd Session Legislative Meeting of the 54th Legislature (Aug. 6, 2013).
November 13, 2013	• "Petrobras pediu sigilo na tramitação dos processos," <i>Estadão</i> , November 9, 2013
	• "Serviço de supervisão era mais caro que obras," <i>Estadão</i> , November 9, 2013
	• "Gasto suspeito em refinaria nos EUA," <i>Estadão</i> , November 9, 2013
May 10, 2014	 Decat, Erich, "Petrobrás sabia de suspeitas sobre propina desde 2012, diz executivo," <i>Estadão</i>, May 9, 2014. Schüffner, Cláudia, "Investigação de suborno da SBM inclui Petrobras" Valor. Ech. 12, 2014.
May 19, 2014	 Petrobras," <i>Valor</i>, Feb. 13, 2014. Brandt, Fábio, Borges, André & Bitencourt, Rafael "Sem estudos, refinaria multiplicou aditivos," <i>Valor</i>, May 15, 2014
May 23, 2014	• N/A
July 12, 2014	Bevins, Vincent "Petrobras shares fall, analysts point to poor management by Brazil," <i>LA Times</i> , July 9, 2014.
July 14, 2014	• Sassine, Vinicius and Bresciani, Eduardo, "Abreu e Lima: Empresas suspeitas de pagar propina a Youssef ganharam R\$ 1,3 bilhão em aditivos," <i>O Globo</i> , July 12, 2014.
	• "Desvios em Albreu e Lima parecem inesgotáveis," <i>O Globo</i> , July 11, 2014.

138. The blog posts referenced in the Complaint generally fall into one or both of two categories. First, certain of the blog posts referenced in the Complaint respond, at least in part, to statements by the TCU and/or commentary in the press that discuss such statements (e.g., the posts from January 28, 2010; January 29, 2010; October 8, 2010; November 9, 2010; August 15, 2011; November 8, 2011; December 29, 2012; January 7, 2013; August 7, 2013; May 19, 2014; and July 14, 2014). These posts generally reflect disagreements with the parameters used by the TCU in its analyses of certain Petrobras contracts and with allegations by the TCU of overbilling or overpricing for certain contracts based on those analyses. *See, e.g.*, Post from October 8, 2010 (explaining that "there are technical differences between the methodologies adopted by the company and by the TCU" in their analyses, and that the TCU's criteria were "insufficient" and

inapplicable "to projects such as Comperj"); Post from May 19, 2014 ("Petrobras reaffirms that there was no 'overbilling of R\$ 69.6 million' in the contract with the Abreu e Lima consortium. Since 2008, the company has been clarifying to the TCU that there is a methodological divergence in accounting for items that are specific to the oil industry."").

- discuss alleged overpayments or overbilling associated with Petrobras contracts, such information would not have changed the market's perception of the value of the projects discussed, and would not have, therefore, led to inflation in the price of Petrobras securities by inflating the market's assessment of the value of the projects. As noted above, the incremental value of a refinery project is determined by the difference between the present value of cash outflows required to develop the refinery and the present value of cash flows that the refinery will generate. The statements referenced by Plaintiffs pertain to whether Petrobras's actual cash outlays were more than the hypothetical lower cash outlays that the TCU asserted Petrobras could have paid and whether Petrobras therefore overpaid or was overbilled relative to that standard. They do not assert that Petrobras either paid more than it reported it had paid or would receive lower cash flows than it expected to receive. Accordingly, the information provided in the blog posts cited in the Complaint would not be material to the calculation of the NPV of the relevant projects, and, as a result, would not have been material to the market's assessment of projects they discuss (to the extent that the market was even aware of the relevant posts).
- 140. Second, certain blog posts referenced in the Complaint respond to specific instances of commentary in the press about various aspects of Petrobras's business, including the purchase of the Pasadena refinery (e.g., the posts from August 7, 2013; May 23, 2014; and July 12, 2014), the renegotiation of a contract with Odebrecht (e.g., the post from November 13, 2013), bribery allegations concerning SBM Offshore (e.g., the posts from May 10, 2014; and July 12, 2014), and Petrobras's general hiring, transparency and ethics policies (e.g., the posts from August 15, 2011 and December 29, 2012). These posts relate (at most) to Non-Numeric Disclosures and my previous analysis regarding such Disclosures also applies to these statements.
- 141. The Complaint does not explain how the referenced statements on the Facts and Data Blog would have materially affected investors' assessment of Petrobras (to the extent that the market was even aware of the relevant posts) and offers no evidence that they did. If the

information on these blogs had been material to investors, I would have expected to see that information used by analysts, by other observers, or by investors in this case. But I have seen no evidence to that effect, which supports my conclusion that these blogs did not materially change the market's assessment of Petrobras.

- 142. In fact, my review of English language analyst reports and public press confirms that the statements on the Facts and Data Blog posts cited in the Complaint were not material to the market's assessment of Petrobras or the refinery projects at issue. The analyst reports that I reviewed which were published around the dates of the Facts and Data Blog posts cited by Plaintiffs make no mention of the posts. Similarly, Bloomberg News articles published on the relevant days make no mention of the posts, and, of the 15 posts cited in the Complaint, I found only one reference in one article to information similar to that contained in a contemporaneous post. I also conducted a search in Factiva, a commercial press database, and found no articles referencing the posts cited by Plaintiffs.
- 143. Tellingly, none of the Plaintiffs, or their investment advisors, that have been deposed in this case testified that they read the Facts and Data Blog, much less relied on the information posted. The fact that such a large cross section of sophisticated investors in Petrobras paid no attention to disclosures on the Facts and Data Blog is a strong indication that the broader universe of investors would not consider the relevant information to be material.
- 144. In summary, the information I have reviewed does not suggest that the relevant statements on the Facts and Data Blog were material to the market's assessment of Petrobras or the refineries at issue. Plaintiffs' experts have not shown that, when viewed in its proper context,

¹⁶⁸ The article was published on May 23, 2014 and referenced an emailed statement from Petrobras which stated that: "Petrobras payments in any country follow rigid, clear internal procedures and comply w/legislation. Co. has internal auditors to ensure payments comply w/procedures." Eeuwen, Karen, "Petrobras Says \$1.25b Pasadena Price Includes Legal Processes," *Bloomberg News*, May 23, 2014.

¹⁶⁹ See, for example, Shale 110:10-14; Nutt 206:6-11; Weltman 148:13-16; Chi 272:5-7; Holley 246:6-12; McCann 163:3-6; Smith 128:11-15; Hannich 107:6-14; Robinson 208:20-209:13; Westhoff 238:25-239:7; 309:24-310:3; Stauffer 166:19-24; Said 177:7-12; Poag 119:2-10; Ogan 180:19-181:5; Schneider 213:23-25; Luchsinger 160:25-161:11; Xiao 230:22-231:6; Audet 249:6-9; Johnson 306:15-19; Anderson 99:13-16; Cortes 237:20-25; Crimmins 220:16-221:7; Cooper 167:7-11; Zerilli 206:25-207:11; van den Bosch 276:19-22; Knutson 168:21-169:13; Moses 165:15-17; Marvin 158:18-21; Sanford 200:6-22; Pope 151:23-25; McGann 199:16-200:8; Bosner 154:22-155:4; Petryk 174:10-18; Soeberg 91:25-92:13; Staples 114:9-12, 18-22; Segovia 152:4-8; Barry 225:19-226:3; Hughes 231:19-232:6; Lian 250:3-7; Saruwatari 155:10-23; Bruebaker 220:17-221:12; Graves 118:5-9; Kennett 160:9-14; and Harrison 57:22-58:2.

Confidential

the relevant information contained on Petrobras's Facts and Data Blog would have been material to the calculation of the NPV of the relevant projects, and thus would have been material to the market's assessment of the projects discussed. Nor have they show that the relevant information regarding Petrobras business generally was taken into account by the market.

Executed this 27th day of May, 2016

RT h. W

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UNDERGRADUATE STUDIES

University of Neuchâtel, Switzerland, Licence es Sciences Économiques, 1975.

GRADUATE STUDIES

London School of Economics, 1975-1976, Visiting Graduate Student.

Massachusetts Institute of Technology (MIT), 1976-1980, Ph.D. in Economics.

ACADEMIC APPOINTMENTS

Ohio State University, Everett D. Reese Chair of Banking and Monetary Economics, 1996 to present.

University of Southern California, Visiting Professor, 2007.

University of Chicago, Visiting Professor, Stigler Center, 2003-2004.

Northwestern University, Visiting Scholar, Kellogg School of Management, 2003-2004.

Harvard University, Business School, August 1996 to July 1997, Bower Fellow.

Ohio State University, Director of the Dice Center for Research in Financial Economics, 1995 to present.

Ohio State University, Ralph Kurtz Chair in Finance, 1993-1996.

Ohio State University, Riklis Chair in Business and its Environments, 1988-1993.

Ohio State University, Professor of Finance, 1985 to present.

University of Chicago, Visiting Professor of Finance, 1986-1987.

Massachusetts Institute of Technology, Visiting Associate Professor of Finance, Fall 1985.

Ohio State University, Associate Professor of Finance, 1983-1985.

University of Rochester, Assistant Professor of Finance and Economics, 1980-1983.

OTHER RELEVANT POSITIONS HELD

Research Associate, National Bureau of Economic Research (Asset Pricing Group and Corporate Finance Group).

Director, NBER Project on the Risks of Financial Institutions.

Chairman, Scientific Council, Swiss Finance Institute, 2006 to present.

Board of Directors, American Finance Association, 1988 to 2000, 2002 to 2006.

Consultant to the World Bank, the IMF, the NYSE, Federal Reserve Bank of New York, corporations, and law firms.

Expert testimony in federal courts, state courts, and domestic and international arbitrations.

Taught executives in Europe, Asia and North America (open enrollment as well as for corporations, courses on risk management, banking, derivatives, corporate valuation, investments).

Advisory Committee, Morningstar, 2000-2002.

Director, Banque Bonhôte, 2002 to present.

Director, Wegelin Fund Management, 1999 to 2010.

President, Gamma Foundation, 2002 to 2013.

Director, Community First Financial Group, Inc., 2001 to 2010.

Director, Peninsula Banking Group, Inc., 2001 to 2010.

Trustee, Global Association of Risk Professionals, 2002 to present; executive committee, 2004 to present; chair of governance committee, 2011 to present.

Chairman, Financial Risk Management Examination Certification Committee, Global Association of Risk Professionals, 2002 to present.

Chairman, New York Federal Reserve Bank/GARP Global Risk Forum (2011, 2013), Bank of England/GARP Global Risk Forum (2012, 2014), Hong Kong Monetary Authority/GARP Global Risk Forum (2013, 2015).

International Advisory Committee, NCCR, 2002 to 2011.

External Reviewer, London Business School Finance Department, 2005.

Financial Advisory Roundtable (FAR), Federal Reserve Bank of New York, 2006 to 2010.

Guest Contributor, Harvard Law School Corporate Governance Blog.

Squam Lake Group, member, 2008 to present.

Senior Academic Fellow, Asia Bureau of Finance and Economic Research, 2012 to present.

Fellow, Wharton Center for Financial Institutions, 2013 to present.

HONORS, SCHOLARSHIPS AND FELLOWSHIPS

Advanced Researcher Fellowship, Swiss National Science Foundation, 1978-1980.

Dean's Research Professorship, Ohio State University, Spring 1984.

Pacesetter Research Award, Ohio State University, April 1986.

President-Elect (1993) and President (1994), International Economics and Finance Society.

Docteur Honoris Causa, University of Neuchâtel, Switzerland, 1998.

Eastern Finance Association Scholar Award, 1998.

Selected keynote speeches: ABFER, Asia-Pacific Finance Association, Bank of the Netherlands Governance Conference, Bocconi Derivatives Annual Conference, Drexel Corporate Governance Conference, Eastern Finance Association, European Corporate Finance Institute, European Finance Association, Financial Management Association, European Financial Management Association, Financial Management Association European Conference, FDIC Annual Conference, Rising Stars Conference, Fourth Annual Conference on Asia-Pacific Financial Markets of the Korean Securities Association, French Finance Association, German Finance Association, Infiniti Conference, Notre Dame/SEC Conference, Northern Finance Association, Swiss Banking Association 100th Anniversary Conference, Western Finance Association.

Assurant Lecture, Georgia Tech University, 2004.

Fellow, Financial Management Association, 2000.

Fellow, American Finance Association, 2005.

Fellow, European Corporate Governance Institute, 2005.

Vice-President (2002), Program Chair, (2003), President (2004), Western Finance Association.

Vice-President (2002), President-elect (2003), President (2004), American Finance Association.

Who's Who in Banking and Finance; Who's Who in Economics.

Jensen Prize for best article in Corporate Finance in the Journal of Financial Economics, 2000, 2008; runner-up, 2011.

William F. Sharpe Award for the best paper published in the Journal of Financial and Quantitative Analysis during the year 2003.

Selected by the magazine Treasury and Risk Management as one of the 100 most influential people in finance (June 2004).

René M. Stulz Scholar Development Fund, created in 2005 by former Ph.D. students.

Fama/DFA Prize for best article in Capital Markets and Asset Pricing in the Journal of Financial Economics, 2005.

Nominated for a Brattle Prize for best paper in Corporate Finance in the Journal of Finance in 2005.

Risk Who's Who, Charter Member, 2006.

Best paper, First Asian-Pacific Capital Markets Conference, Seoul, 2006.

Outstanding Academic Contribution to Corporate Governance Award, Drexel University, 2009.

Risk Manager of the year award, Global Association of Risk Professionals, 2009.

Swiss Finance Institute/Banque Privée Espirito Santo Prize 2010.

Trailblazer in Finance Award, 2014.

Reuters, Highly-Cited Researchers, 2014 onwards.

CONGRESSIONAL TESTIMONY

"Over-the-Counter Derivatives Markets Act of 2009," testimony to the House of Representatives Committee on Financial Services, 2009.

"Oversight of the Mutual Fund Industry: Ensuring Market Stability and Investor Confidence," Subcommittee on Capital Markets and Government Sponsored Enterprises, House of Representatives Committee on Financial Services, 2011.

BOOKS

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Handbook of the Economics of Finance, volume 1, edited with George Constantinides and Milton Harris, North-Holland, 2003.

Handbook of the Economics of Finance, volume 2, edited with George Constantinides and Milton Harris, Elsevier, 2013.

International Capital Markets, 3 volumes, edited with Andrew Karolyi, Edward Elgar, 2003.

Readings for the Financial Risk Manager, edited with Richard Apostolik, Wiley, 2004.

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The Risks of Financial Institutions, edited with Mark Carey, University of Chicago Press, 2006.

The Squam Lake Report: Fixing the Financial System, co-authored with the Squam Lake Group, Princeton University Press, 2010.

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"On the Effects of Barriers to International Investment," Journal of Finance, 1981, v36(4), 923-934; reprinted in Emerging Markets, Geert Bekaert and Campbell R. Harvey, ed., Edward Elgar Publishing, 2004, 1-36.

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"Macroeconomic Time-Series, Business Cycles and Macroeconomic Policies," with Walter Wasserfallen, Carnegie-Rochester Conference Series on Public Policy (Spring 1985), 9-55.

"An Analysis of Secured Debt," with Herb Johnson, Journal of Financial Economics, 1985, v14(4), 501-522, reprinted in The Debt Market, vol. 3, Steve A. Ross, editor, Edward Elgar, 2000.

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"Time-Varying Risk Premia, Imperfect Information and the Forward Exchange Rate," International Journal of Forecasting, 1987, v3(1), 171-178.

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"An Equilibrium Model of Exchange Rate Determination and Asset Pricing with Non-Traded Goods and Imperfect Information," Journal of Political Economy, 1987, v95(5), 1024-1040.

"Managerial Control of Voting Rights: Financing Policies and the Market for Corporate Control," Journal of Financial Economics, 1988, v20(1/2), 25-54, reprinted in M.C. Jensen and C.W. Smith, eds., The Modern Theory of Corporate Finance, McGraw-Hill, 1989 (second edition).

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EDITORIAL AND REFEREEING ACTIVITIES

Advisory Editor, Journal of Investment Management, 2003 to present.

Advisory Editor, Journal of Financial Economics, 2000 to present.

Advisory Editor, Journal of Financial Services, 1999 to present.

Editor, Journal of Finance, 1988 to 2000.

Editor, Corporate Finance Abstracts, Social Science Research Network, 1998 to present.

Editor, Journal of Financial Economics, 1982 to 1987.

Board of Editors, Journal of Banking and Finance, 2008.

Co-Editor, Banking and Financial Institutions Abstracts, Social Science Research Network, 1998 to present.

Co-Editor, Financial Markets and Portfolio Management, 1999 to present.

Associate Editor, Journal of Risk, 2006 to present.

Board of Editors, Japan and the World Economy, 2006 to present.

Advisory Editor, The Review of Finance, 2003 to 2009.

Advisory Editor, Journal of Economic Perspectives, 2006 to 2008.

Associate Editor, Journal of Economic Perspectives, 2003 to 2005.

Associate Editor, Journal of Financial Abstracts, 1994 to 1998.

Associate Editor, Journal of Financial Economics, 1988 to 1999.

Associate Editor, Journal of International Finance and Accounting, 1988 to present.

Associate Editor, Global Finance Journal, 1988 to present.

Associate Editor, Journal of International Financial Markets, Institutions and Money, 1989 to present.

Associate Editor, Journal of Fixed Income, 1991 to present.

Associate Editor, Journal of International Trade and Finance, 1992 to present.

Associate Editor, Journal of Financial and Quantitative Analysis, 1983-1985.

Acted as an ad hoc referee for AER, JIE, JAE, JFE, JME, JMCB, JFQA, QJE, JF, JB, JPE, Canadian Journal of Economics, Management Science, Marketing Science, Journal of International Money and Finance, Journal of International Business Studies, the Canadian NSF and the NSF.

Editorial Board, Journal of Financial Intermediation, 2013 to present.

TESTIMONY OF RENÉ M. STULZ (PAST FOUR YEARS)

Case Name: In Re Bank of America Corp. Securities, Derivative, and Employee

Retirement Income Security Act (ERISA) Litigation

Case No.: No. 09 MDL 2058 (PKC) (United States District Court, Southern

District of New York)

Date of Testimony: May 2012 (Deposition)

Case Name: In Re REFCO Inc. Securities Litigation

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New York)

Date of Testimony: September 2012 (Deposition)

Case Name: Denver Employees Retirement Plan against JPMorgan Chase

Bank, N.A.

Case No.: Index No. 650320/2010 (Supreme Court of the State of New York,

County of New York)

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Case Name: Dodona I, LLC et al. v. Goldman Sachs & Co., et al.

Case No.: Case No. 10-CV-07497 (United States District Court, Southern

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Date of Testimony: May 2014 (Deposition)

Case Name: Postova Banka, A.S. and Istrokapital SE, Claimants, and The

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Case Name: Plumbers & Pipefitters National Pensions Fund, et al. v. Michael J.

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Date of Testimony: June 2015 (Deposition)

Case Name: FutureSelect Portfolio Management, Inc., v. Tremont Group

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68130-3-I

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Case Name: Federal Home Loan Mortgage Corporation v. Deloitte & Touche

LLP.

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Case Name: In Re MF Global Holdings Limited Investment Litigation, Relating

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Global Litigation Trust v. Corzine, et al.; and U.S. Commodity

Futures Trading Commission v. MF Global Holdings Ltd, et al.

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Case Name: Basis Yield Alpha Fund (Master) v. The Goldman Sachs Group,

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Documents Relied Upon for the Expert Report of Rene M. Stulz

Pleadings	Date
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Depositions	Date
Deposition of Aaron Anderson 30(b)(6), April 20, 2016.	4/20/16
Deposition of Lisa Audet 30(b)(6), 30(b)(1), May 6, 2016.	5/6/16
Deposition of Gregory Barry 30(b)(6), May 19, 2016.	5/19/16
Deposition of Zeljka Bosner 30(b)(1), May 17, 2016.	5/17/16
Deposition of Gary Bruebaker 30(b)(1), February 24, 2016.	2/24/16
Deposition of Joseph Chi 30(b)(6), April 8, 2016.	4/8/16
Deposition of Christopher Cooper 30(b)(6), May 18, 2016.	5/18/16
Deposition of Edward Cortes, April 15, 2016.	4/15/16
Deposition of Robert Crimmins 30(b)(6), April 19, 2016.	4/19/16
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Deposition of Mark Luchsinger 30(b)(6), April 29, 2016.	4/29/16
Deposition of Stephen David Marvin 30(b)(6), April 27, 2016.	4/27/16
Deposition of Damien McCann 30(b)(6), May 3, 2016.	5/3/16
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Votorantim Corretorade, "Impressions from the 3Q14 Conference Call," January 30, 2015.	1/30/15
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List of Facts and Data Blog Posts Cited in the Complaint

- January 28, 2010 "For example, in a January 28, 2010 post on Facts and Data in response to articles published in several newspapers, including Reuters, Petrobras 'reiterate[d] that there have been no irregularities in contracts referring to the works of the Abreu e Lima Refinery [and] in the construction of . . . Comperj."
- January 29, 2010 "The next day on Facts and Data, Petrobras stated that it 'reaffirms that there has been no 'overbilling' or 'overpricing' in the Abreu [] refinery."
- October 8, 2010 "in response to an article reporting that the TCU found overbilling in Petrobras' works in Rio, Petrobras insisted that 'there are no irregularities in the contracts of . . . Comperj' and 'there is no overbilling' at Comperj, and that it had strictly observe[d] competitive bidding mandates governing the Company's business."
- November 9, 2010 "in response to TCU allegations that contracts on the Abreu and Repar refineries were overpriced by billions of dollars, Petrobras posted a statement on Facts and Data, stating that "Petrobras denies that there have been irregularities in the works of the President Getulio Vargas (Repar) and Abreu e Lima (Rnest) refineries."
- August 15, 2011 "Petrobras stated that 'in regard to material 'suspect donations' published in the edition No. 2179 by Istoe, Petrobras vehemently repudiates the insinuation of political favoritism toward the enterprise Jarague Equipamentos Industriais Ltda. or any other enterprise supplying the Company.' Petrobras further stated that it followed strict bidding procedures."
- November 8, 2011 "Petrobras stated the following: 'Petrobras clarifies that there has not been overbilling, overpricing, or any other irregularity in its works."
- December 29, 2012 "Petrobras represented that 'all the activities of Petrobras and its employees are fully oriented by principles of ethics and *transparency*. The Petrobras system denies any practice of corruption and utilizes rigorous management instruments to guarantee the protection of its shareholders' interests."⁷
- January 7, 2013 "in response to questions from *Jornal Nacional* about potential cost overruns at Comperj, Petrobras stated on Facts and Data: 'Petrobras reiterates that there are no irregularities in the construction of the Abreu e Lima Refinery . . . [and]

¹ Complaint, ¶11.

² Complaint, ¶11.

³ Complaint, ¶238.

⁴ Complaint, ¶239.

⁵ C 1 : . #255.

⁵ Complaint, ¶255.

⁶ Complaint, ¶258.

⁷ Complaint, ¶288.

also reaffirms that there are no irregularities in the Rio de Janeiro Petrochemical Complex works." 8

- August 7, 2013 "Petrobras quoted statements made by Gabrielli at a hearing of the Environmental Commission, Consumer Protection and Inspection and Control, requested by Senator Ivo Cassol, during which Gabrielli vehemently denied any wrongdoing by Petrobras with respect to inflated contracts. At the time, he insisted that 'the acquisition [of the Pasadena Refinery] was a normal operation, based on market conditions."
- November 13, 2013 "Petrobras published a "Clarification" on its Facts and Data website responding to allegations in an *O Estadao de S. Paulo* article regarding the Company's contracts with Odebrecht. In this post, the Company discussed its bidding process and represented that 'the process of bidding, contracting and executing Petrobras services are constantly being evaluated by its Internal Auditor and its recommendations are diligently analyzed with a view to protecting the Company's interests." 10
- May 10, 2014 "Petrobras posted an entry on its Facts and Data blog regarding allegations concerning bribes made to Company employees by the Dutch oil rig contractor SBM Offshore. Petrobras stated that:

'Petrobras vehemently denies the story published on Friday[,] May 9, 2014, in the newspaper *O Estado de São Paulo*, reiterating that it became aware of reports of alleged bribes to employees of the company, involving the firm SBM Offshore, on the date the story was published in the newspaper *Valor Econômico* on February 13, 2014.

On that same day, the company established an Internal Verification Committee, which concluded, based on the works performed and within the scope of its regulatory authority, that there were no facts or documents that showed evidence of payment of kickbacks to employees of Petrobras."

- May 19, 2014 "Petrobras posted an entry on its Facts and Data blog regarding the Abreu e Lima refinery, strongly denying allegations of overbilling and contractual irregularities. Petrobras stated that:
 - 'Petrobras reiterates that there is no 'overbilling of R\$69.6 million' in the contract with the Abreu e Lima consortium. Since 2008, the company has been clarifying to the TCU that there are methodological differences for the accounting of items that are specific to the oil industry. In fact, the Court revised the amounts, after those clarifications were made, to R\$19 million. The company continues in discussions

⁸ Complaint, ¶289.

⁹ Complaint, ¶311.

¹⁰ Complaint, ¶320.

¹¹ Complaint, ¶340.

with the TCU to demonstrate that there is no overpricing or overbilling in these projects."12

- May 23, 2014 "the Company represented that 'it has strict legal procedures for payments, including for the purchase of Pasadena. . . The payments made for any reason and in any country follow strict and clear procedures and relevant legislation. Additionally, the Company has a structured Internal Audit group, which has unrestricted access to any unit of the Petrobras System to verify the compliance of procedures and transactions made."
- July 12, 2014 "Petrobras represented that it has not found any facts or documents evidencing the payment of bribes to employees at Petrobras. Petrobras also stated that:
 - 'Regarding the purchase of the Pasadena refinery, despite what the story reports, Petrobras did not pay an 'in extreme excess.' The purchase price was consistent with other refinery purchase/sale transactions in 2006. . . . Regarding SBM, Petrobras reiterates, as was already reported to the newspaper, that the Internal Verification Committee established by the company, based on the works performed and within the scope of its regulatory authority, did not find any facts or documents that prove payment of kickbacks to Petrobras employees. It must also be stressed that the investigations conducted by SBM Offshore found no evidence of improper payments.'"¹⁴
- July 14, 2014 "Petrobras stated that there is no indication of irregularities and there is no overpricing or overbilling in the project of the Abreu refinery." ¹⁵

¹² Complaint, ¶345.

¹³ Complaint, ¶346.

¹⁴ Complaint, ¶348.

¹⁵ Complaint, ¶349.

Refinery-Related Disclosures in Petrobras SEC Filings

Date	Filing Type	Refinery	Summary
9/29/05	6-K	RNEST	Refinery in the Northeast Pernambuco region to be constructed at a cost of \$2.5 billion (R\$5.5 billion) (50-50 split) to be ready for production in 2011.
11/17/05	6-K	Pasadena	Petrobras will establish a joint venture trading and refining company in the U.S. with Astra Oil Trading NV to operate the Pasadena Refining System. Refinery is currently being updated to meet EPA clean air standards.
2/3/06	6-K	Pasadena	Pasadena Refinery System Inc. has a capacity of 100 mbbl/d. With Petrobras' investments, the refinery will be upgraded to handle 70 mbbl/d of heavy oil and feedstock. The cost of the acquisition is \$370.0 million (R\$817.0 million).
3/28/06	6-K	Comperj	Rio de Janeiro Petrochemical Complex (Comperj) will be constructed in the Itaborai and Sao Goncalo municipalities. The intitial phase will involve the contribution of a Basic Petrochemical Unit, in partnership with the National Economic and Social Development Bank (BNDES), for an investment of \$3.5 billion (R\$7.8 billion). Petrobras expects the total investment (including the second generation of units) to cost approximately \$6.5 billion (R\$14.6 billion).
5/12/06	6-K	Comperj	Building of Comperj has been approved. Construction of the Basic Petrochemical Unit is expected to cost \$3.5 billion (R\$7.5 billion).
6/28/06	20-F	RNEST	Investment for the refinery in the state of Pernambuco (RNEST) is estimated to be \$2.5 billion (R\$5.6 billion). Refinery will have the capacity to process 200 mbbl/d of heavy oil with the start of operations planned for 2011.
6/28/06	20-F	REPAR	2005 refining capacity at REPAR was 189,000 bdp, with a throughput of 186,000 bdp, and a utilization of 98%.
9/1/06	6-K	Pasadena	Acquisition of Pasadena concluded for a total investment \$415.8 million (R\$888.7 million).
1/23/07	6-K	Comperj	Construction of Comperj will begin in Q4 2008. Operations will begin in 2012. Total investment will reach \$8.2 billion (R\$21.0 billion) before 2010 and will process 150 mbbl/d of heavy oil.
1/23/07	6-K	RNEST	Construction will commence in 2007. Production expected to start in 2012. Total expected investment of \$5.6 billion (R\$10.0 billion) through 2010.
6/26/07	20-F	REPAR	2006: REPAR had a capacity of 189 mbbl/d, 183 mbbl/d of throughput, and was utilized 97%. Current construction projects include expansion and metallurgic adaptation of the existing distillation unit to increase heavy oil processing, installation of a coker, expansion of existing refinery unit and units to upgrade the quality of diesel and gasoline, and creation of a propylene unit.
6/26/07	20-F	Pasadena	Pasadena had a 2006 capacity of 100 mbbl/d, 91 mbbl/d of throughput, and was utilized 91%.
6/26/07	20-F	RNEST	The 2007–2011 Business Plan envisions investments in RNEST, which is expected to begin production in 2011.
6/26/07	20-F	Comperj	Total estimated investment in Comperj is \$8.3 billion (R\$16.3 billion). Operations are scheduled to start in 2012.
12/14/07	6-K	RNEST	Petrobras will hold 60% interest in RNEST. The refinery will be capable of processing 200 mbbl/d which will be split evenly between the two companies.
12/19/07	6-K	Pasadena	Petrobras will focus international developments in 2008 on expansion of the Pasadena refinery and exploration and production in the Gulf of Mexico.
12/19/07	6-K	REPAR	An HBIO technology that allows the blending of vegetable oil with refinery diesel is being implemented at REPAR.
2/5/08	6-K	Comperj	Construction of Comperj is well underway, with operations to begin in 2012.
3/26/08	6-K	RNEST	Investment in RNEST to be around \$4.1 billion (R\$7.0 billion) and be capable of processing 200 mbbl/d. Refinery is expected to go online in the second half of 2010 and to reach full capacity in 2011.
5/19/08	20-F	RNEST	Early stages of constructing RNEST begin.
5/19/08	20-F	REPAR	Principal investment plans for REPAR are to expand refinery, increase heavy oil processing, upgrade diesel and gasoline quality, add new propylene unit.
9/3/08	6-K	Pasadena	International refining costs increased 122.1% to \$5.82 per barrel of oil equivalent in the first half of 2008, as compared to \$2.62 per barrel of oil equivalent in the first half of 2007, due to the scheduled stoppage in the Pasadena refinery associated with the decrease of processed crude oil volume in the first half of 2008.

Pasadena sales volumes in the international market decreased 6.8% to 594 mbbl/d in the first half of 2008, as compared to 637 mbbl/d in the first half of 2007, due, in part, to the programmed stoppage in the Pasadena refinery.

Refinery-Related Disclosures in Petrobras SEC Filings

Date	Filing Type	Refinery	Summary
11/3/08	6-K	Pasadena	Resulting from a dispute over the validity of a put option, Petrobras has purchased all of Astra's shares in Pasadena.
3/23/09	6-K	RNEST	Five major contracts signed with a value of \$1.3 billion (R\$2.9 billion) for the construction of RNEST as part of the 2009–2013 Business Plan.
4/16/09	6-K	Pasadena	Arbitration panel issues the final decision setting put option exercise price at \$466.0 million (R\$1,011.0 million) for remaining interest in Pasadena.
5/22/09	20-F	RNEST	RNEST will have a capacity of 230 mbbl/d.
8/6/09	6-K	RNEST	Cost initially foreseen for RNEST, of \$4.0 billion (R\$7.4 billion), "will certainly increase, since the forecast was for three years and a lot has changed," according to Petrobras Downstream director.
8/6/09	6-K	Comperj	Petrobras' Downstream director states that costs are expected to rise from the initial investment of \$8.5 billion (R\$15.7 billion) due to surges in equipment and service prices.
8/26/09	6-K	RNEST	RNEST will process 230 mbbl/d and will require an investment of \$12.0 billion (R\$22.3 billion) (with a margin ranging from -3% to +10%) to start operations in 2011.
12/2/09	6-K	RNEST	Five contracts executed for a total value of \$5.2 billion (R\$8.9 billion) to construct RNEST.
3/15/10	6-K	Pasadena	U.S. District Court for the South District of Texas confirms arbitration panel's decision with respect to Petrobras's acquisition of the remaining interest in Pasadena.
5/20/10	20-F	RNEST	RNEST will cost approximately \$13.3 billion (R\$25.1 billion) and is expected to begin operations in 2012.
5/20/10	20-F	Comperj	Comperj production expected to begin by 2013.
5/24/10	6-K	Comperj	Bidding has been held for the production of a coke unit. Techint and Andrade Gutierrez consortium won a contract worth \$1.0 billion (R\$1.9 billion).
5/25/10	6-K	Comperj	Expected refinery capacity for Comperj is increased in the initial phase to 165 mbbl/d; adding an additional module would double its capacity.
6/21/10	6-K	Comperj	Second stage of Comperj expected to start production in 2015.
9/16/10	6-K	Pasadena	Improved operational reliability of the Pasadena refinery led to a reduction in expenses with maintenance and repairs, increasing the volume of processed crude.
5/25/11	20-F	RNEST	Coking units at RNEST will be delayed until between 2012 and 2014.
5/25/11	20-F	Comperj	Coking units at the Comperj refinery will be delayed until between 2012 and 2014. Comperj's first and second phases are expected to start production in 2013 and 2018, respectively.
5/25/11	20-F	REPAR	The upgrades on diesel and gasoline quality underway at REPAR will be delayed until between 2012 and 2014. The coking unit will also be delayed.
12/27/11	6-K	Comperj	Petrobras acquires 100% of the Comperj utilities center, CDPU.
2/16/12	6-K	RNEST	RNEST refining stage is scheduled to go into production in June 2013 (first stage) and January 2014 (second stage).
2/16/12	6-K	Comperj	Comperj is slated to begin production in September 2014 due to delays in contracting utilities.
3/30/12	20-F	REPAR	Diesel and gasoline quality upgrades and delayed coking units are expected to be completed at 2012, 2013 and 2014 at REPAR. By the end of 2013, REPAR is expected to be among nine of Petrobras' refineries capable of producing 10 ppm sulfur diesel.
5/16/12	6-K	Pasadena	Pasadena's return in November 2011 after its fire in September faciliates higher feedstock processed, output of oil products, utilization of nominal capacity, and reduction of international refining costs. International refining costs decreased in the first quarter of 2012 compared to the first quarter of 2011 due to the lower maintenance and scheduled stoppages expenses in Pasadena.
6/14/12	6-K	Comperj	First phase of Comperj is expected to begin operation by 2016.

Refinery-Related Disclosures in Petrobras SEC Filings

Date	Filing Type	Refinery	Summary
7/2/12	6-K	Pasadena	Agreement reached to terminate all existing lawsuits between Petrobras and Astra regarding ownership interest in Pasadena.
8/8/12	6-K	Pasadena	Compared to the first half of 2011, Pasadena increased output due to scheduled stoppages in the fluid catalytic cracking unit between March 2011 and May 2011. International refining cost decreased in the first half of 2012 compared to the first half of 2011 due to lower stoppages expenses at Pasadena. Additional value provided for the Pasadena agreement totaled \$69.0 million (R\$140.0 million).
8/8/12	6-K	REPAR	REPAR coking unit will begin operating at full capacity in August, increasing diesel production.
10/29/12	6-K	Pasadena	The expenses arising from the Pasadena settlement totaled \$73.0 million (R\$148.0 million). In the first three quarters of 2012 vs. the previous year, international refining cost decreased due to lower maintenance and scheduled stoppages expenses at Pasadena.
10/29/12	6-K	REPAR	REPAR's coking unit and hydrotreater begin operations.
9/30/13	6-K	Comperj	Merger of Comperj into Petrobras is approved.
10/28/13	6-K	RNEST	Board of Directors approve the proposal for the merger of RNEST into Petrobras on December 16, 2013.
3/6/14	6-K	RNEST	In order to reach objective oil production targets set in the 2014-2018 Business Management Plan, RNEST will finish construction in 2014.
4/30/14	20-F	RNEST	84.3% of construction is complete, with \$14.8 billion (R\$32.0 billion) invested. Operations for RNEST are expected to come on stream in Q4 2014.
4/30/14	20-F	Comperj	The first phase of Comperj is expected to go into operation in 2016. Approximately 66% of the construction was completed by the end of 2013. Investments in Comperj were \$7.6 billion (R\$16.9 billion) by year-end 2013.
5/12/14	6-K	Pasadena	Pasadena continues processing over 100 mbbl/d due to the availability of tight oil at competitive prices, coupled with the removal of operational bottlenecks at its facilities.
5/12/14	6-K	RNEST	RNEST to start operations in November. Some of RNEST's main units are already being commissioned.
8/11/14	6-K	Pasadena	Pasadena produced 106 mbbl/d in Q2 2014 due to maximization of feedstock and excellent operational availability.
11/17/14	6-K	RNEST	RNEST is already under operation, with its first refining train 96% completed.
5/15/15	20-F	Comperj	Comperj construction has ceased. Management has decided not to participate in the construction of petrochemical plants that were under evaulation or various stages of engineering/design, including Comperj.
6/29/15	6-K	RNEST	11% of the \$12.8 billion (R\$39.9 billion) investment in Downstream will be appropriated for the conclusion of RNEST construction.
6/29/15	6-K	Comperj	10% of the \$12.8 billion (R\$39.9 billion) of investment in Downstream will be appropriated for investments in Comperj.

Source: Petrobras SEC Filings; Bloomberg